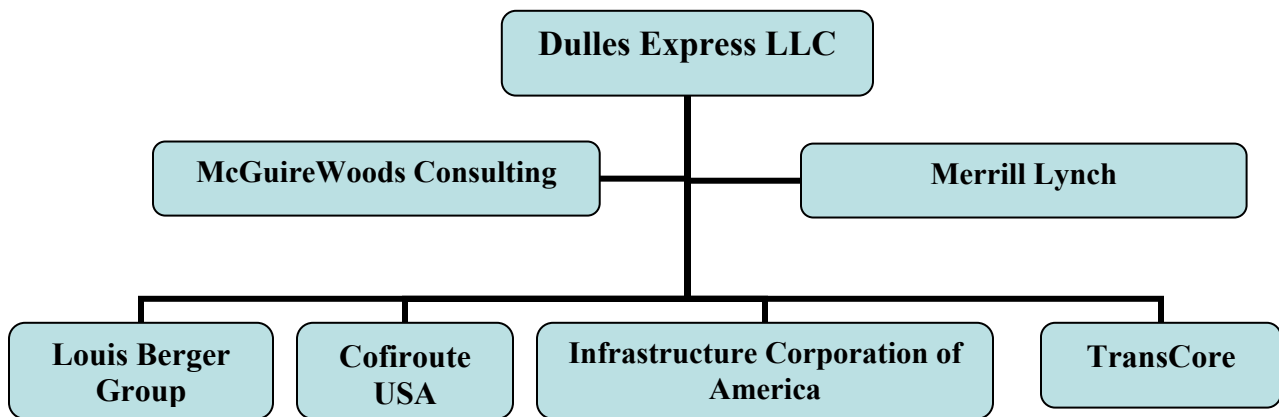


## Qualifications and Experience – Tab 1

1a. Identify the legal structure of the firm, or consortium of firms making the proposal, including the specific liability structure (e.g. individual or joint and several). Identify the organizational structure for the project, the management approach and how each partner and major subcontractor in the structure fits into the overall team.



Dulles Express LLC is a newly formed single purpose entity of which the Haney Family LLC is the sole member. Dulles Express LLC will own the concession, provide all debt and equity financing, and assume individual liability for all aspects of the project with the backing of the Haney Family LLC. Information about Haney Family LLC can be found in Sections 1b and 3g of the proposal.

Other members of the team will serve in an advisory or contractor relationship to Dulles Express LLC. The following outlines the roles of each team member of the consortium:

**The Franklin L. Haney Company, LLC** is the development affiliate of the Haney Family LLC and the Haney family, and will provide overall development services and coordination of the other team members as well as structuring the financing for Dulles Express LLC.

**The Louis Berger Group** will provide design, engineering, and environmental consulting and construction management for the project.

**Cofiroute USA** will serve as the operator of the facility and be responsible for all toll operations, collections, and administration.

**Infrastructure Corporation of America** will be responsible for all fence to fence asset management of the entire Dulles Toll Road facility, including the new Toll Express lanes and the Dulles Airport Access Road.

**TransCore** will be providing tolling equipment and project management expertise related to the development and installation of the toll equipment and operations for the project.

**Merrill Lynch** has agreed to serve as an underwriter for any debt issued as part of the project and as a financial advisor to Dulles Express LLC. Dulles Express may also work with other firms on underwriting and debt placement to ensure competitive rates and the appropriate deal structure similar to the broad-based relationship fostered through recent Dulles Greenway transactions.

**McGuireWoods Consulting** will assist with government relations and community outreach on behalf of the Dulles Express team.

As outlined in Section 1b, the members of the Dulles Express team have significant PPTA experience in the Commonwealth of Virginia and across the country. The Haney Family LLC owns 43% of the Dulles Greenway and was instrumental in the successful financial restructuring of that project. Because of this expertise, the Dulles Express team is ideally suited to be a partner with the Virginia Department of Transportation and the Metropolitan Washington Airports Authority to develop the best project for the Commonwealth and users of the corridor. The team's innovative approach is what has led to a proposal that will result in a nearly \$5.7 billion benefit to the Commonwealth over the term of the concession.

*1b. Describe the experience of each firm and the key principals involved in the proposed project. Describe the length of time in business, business experience, public sector experience and other engagements of the firm(s). The lead organization must be identified.*



### **The Franklin L. Haney Company, LLC (FLH)**

FLH is the development entity for the Haney family's projects and investments. Special purpose entities, like Dulles Express LLC, are generally created to satisfy rating agency standards for each project and/or investment. These entities are generally owned by members of the Haney family and in many cases unrelated partners. The Haney Family LLC is the entity which indirectly owns the Haney family's 43% interest in the Dulles Greenway private tollroad. In the D.C. area, Haney family entities also own 50% of the Portals development in Washington, D.C. Haney family entities also own numerous projects and businesses in other areas of the United States.

Franklin L. Haney is the sole owner of FLH. Mr. Haney established FLH as a sole proprietorship in 1967 to conduct real estate development and financing activities. It was

chartered as a Tennessee LLC in 2003. It is presently being rechartered as a D.C. LLC. FLH's headquarters were relocated from Chattanooga to Washington, D.C. shortly after the interest in the Portals Project was acquired in 1996.

FLH initially completed major projects in and around the Chattanooga area including the Lake Shore Apartments, a Comfort Inn Hotel, and the Haney Building (which is still owned by an affiliate). In the 1970s, FLH expanded to develop and construct numerous office buildings and parking garages throughout the Southeast United States, including high rise office buildings in Knoxville and Chattanooga, special purpose buildings for the Tennessee Valley Authority in Muscle Shoals, Alabama, and many buildings in Atlanta, Georgia, most notably the 35 story, 600,000 square foot 101 Marietta Tower.

In the 1980s, FLH expanded and diversified its activities into the development and construction of a series of convention center and luxury hotels representing over 2,500 rooms, including the 700 room Stouffer's Hotel in Nashville. FLH also developed the Palm Beach County Governmental complex and a 150,000 square foot TVA Computer Center in Chattanooga in the 1980s.

In the 1990s, FLH broadened its activities further to develop and finance large governmental and private buildings and infrastructure projects throughout the United States. An affiliate acquired a 2,000 acre commercial/residential project in Castle Rock, Colorado, south of Denver and FLH set up a financing affiliate to do \$66.975 million in infrastructure financing for the project and to do the construction financing for the Portals project in D.C. FLH affiliates acquired a 50% interest in the Portals in 1996 and acted as co-developer of this project. Specifically, FLH's financing affiliate provided \$171 million in financing for the Portals project through securitized debt offerings. In 1999, FLH refinanced the Dulles Greenway, a privately owned tollroad from Dulles Airport to Leesburg, Virginia and acquired a 43% interest in the partnership owning it for its affiliate, a subsidiary of the Haney Family LLC. FLH refinanced the Greenway debt in March 2005 and did a mezzanine financing in regard to its equity interest in September 2005.

In 2001, a joint venture formed by FLH was selected in a competitive process by the City of Denver to develop and finance a public-private partnership to develop the approximately \$1 billion airport-to-downtown light rail line. Even though the FLH affiliate was able to arrange for the development and financing of this project, it never was constructed due to the effect of September 11, 2001 on the Denver Airport and the subsequent United Airlines bankruptcy. FLH successfully refinanced its affiliates' Chattanooga and Birmingham properties during this period also. FLH is currently in the process of redeveloping the 670,000 square foot building it constructed in Birmingham, Alabama for an affiliate for reuse as a state office building when the Social Security Administration vacates in 2009. In conjunction with this project, FLH has proposed to act as a partner in the expansion of the adjoining Birmingham Jefferson County Civic Center convention complex, including the addition of an all purpose roofed stadium and an urban entertainment district.

Nationals, LLC, a Haney family entity, is one of the bidders for the Nationals Major League Baseball franchise in Washington, D.C. In conjunction with that bid, FLH has responded to the Anacostia Waterway Corporation's request for expressions of interest to

develop the area around the new ballpark as a mixed-use development. In addition, FLH has proposed a public-private partnership with the City for the new stadium.

Today, FLH is a privately owned, full service real estate financing and development company. Affiliates of the company are licensed contractors in Virginia, Colorado and Tennessee. FLH has over 25 years of experience and a combined development portfolio of several billion dollars representing over 11,000,000 square feet throughout the U.S. Many of the projects developed by FLH are owned by the Haney family either solely or in partnership with others. The Haney family is one of the largest lessors to the federal government and federal corporations such as TVA.

FLH's specialty is innovative financing of large projects. It has worked with most of the large U.S. underwriters. Merrill Lynch, Bear Stearns and Morgan Stanley have all expressed an interest in underwriting the debt for this project. Although Merrill Lynch is financial advisor to the Dulles Express team, the team will pick an underwriter for this project based on which underwriter can provide the most cost effective financing. As with this project, FLH contracts for design, development and construction services with the best companies available for the project.

### **Key Staff**

Franklin L. Haney is the manager of the Haney Family Partnership and the chief executive officer and sole member of FLH. Mr. Haney is a widely respected expert in federal leasing, taxable and tax exempt financing, infrastructure development and financing and public-private partnerships. Mr. Haney will serve as Project Manager-Finance for the Dulles Express Project.

Legal work for Dulles Express will be performed by Larry D. Blust of the Barnes & Thornburg LLP law firm. Barnes & Thornburg ("B&T") is the 98<sup>th</sup> largest law firm in the United States with over 400 attorneys specializing in virtually every area of practice. In addition to its D.C. office, B&T has offices in Chicago, Illinois; Indianapolis, Fort Wayne and South Bend, Indiana; and Grand Rapids, Michigan. Mr. Blust will draw on the attorneys in the D.C., Chicago, Indianapolis and Grand Rapids offices of B&T as needed for this project.



### **The Louis Berger Group, Inc.**

The Louis Berger Group, Inc. is a multi-national architectural, engineering and planning organization consistently ranked by Engineering News Record among the largest design firms. Headquartered in New Jersey, Berger has provided services to transportation agencies throughout the country for over 50 years. Berger staff have provided services to the Virginia Department of Transportation for over 15 years, from offices in Richmond and in Washington, D.C.

The Louis Berger Group has been a leader in transportation worldwide for many years, and has been involved in projects as diverse as the Second Stage Expressway in Bangkok, the Ankara, Turkey METRO system, and a bridge across the Rio de la Plata between Buenos Aires and Uruguay. Many of the projects have been public-private

partnerships, such as the English Chunnel, where Berger provided services to the investment team.

In the US, Berger engineers have designed sections of the Central Artery in Boston and the Las Vegas Beltway. In Virginia, the firm led the design team for the Danville Bypass, which was named Virginia's outstanding engineering project last year by the Consulting Engineers Council. Berger staff led the construction management and inspection team that provided services to VDOT for the Christiansburg Bypass project. Berger staff have provided environmental planning services to VDOT and other agencies, and have been involved in VDOT's cultural resources studies for many years.

Berger staff have also provided services on Northern Virginia projects for many years including intersection design in Merrifield, roadway design along sections of US Route 1 in Fairfax and Prince William Counties, and sections of Route 7 in Fairfax and Loudoun counties.

Of particular relevance to the Dulles Express project, Berger planners have been involved in traffic and revenue forecasting for the Dulles Greenway since 1997 and are familiar with regional planning models developed by the Metropolitan Washington Council of Governments (MWCOC) and local planning efforts. In fact, Berger staff have worked for MWCOC in development of regional emergency planning and evacuation planning strategies. Berger also provided construction inspection services to VDOT for addition of the third lane on the Dulles Toll Road.

Berger staff bring all the necessary transportation planning, environmental planning, design, and construction management expertise that will be required in this project.

### **Key Staff**

The Berger team will be led by Peter A. Polk, PE as Project Manager. He will also serve as Project Manager: Infrastructure Development, for the Dulles Express project. Mr. Polk is a Senior Vice President with over 25 years of experience on projects in Northern Virginia. A registered professional engineer in Virginia and several other states, Mr. Polk led the firm's efforts on VDOT projects for many years. In addition, his experience on projects in other parts of the country includes serving as Deputy Project Manager for the \$400 Million I-93/I-90 Interchange as part of Boston's Central Artery, and developing designs for the Honolulu Rapid Transit system. He assisted the Federal Highway Administration in development of the Work Zone Traffic Control manual and lectured throughout the country, for the FHWA, on Transportation Alternatives During Highway Reconstruction. In other related activities, Mr. Polk served for many years as a Director of the Tysons Transportation Committee (TYTRAN), was the first chair of the Fairfax County Chamber of Commerce's Dulles Area Regional Council, and chaired the Transportation Committee of the Virginia Chamber of Commerce.

Other key staff include the following:

Transportation Planning and Traffic Engineering will be led by Mr. Dane Ismart and Mr. Carlos Espindola. Mr. Ismart brings over 30 years of national experience on toll roads and on travel demand forecasting. Mr. Espindola is a transportation planner with experience in developing forecasting models. Both Mr. Ismart and Mr. Espindola have been involved in the development of traffic and revenue forecasts for the Dulles Greenway and are familiar with forecasting models in Northern Virginia. Mr. Ismart leads a team of Berger transportation planners that have developed statewide and regional planning models in many areas of the country.

Environmental Planning will be managed by Mr. Jess Commerford. A Senior Vice President with Berger, Mr. Commerford has been involved in the preparation of environmental assessments and NEPA documentation for projects throughout the country. He is currently managing development of an environmental assessment for Klinge Road in Washington, DC. Mr. Commerford will be assisted by a large and talented group of planners bringing expertise in all the scientific disciplines and other areas necessary. Berger staff have long been leaders in conducting environmental assessments and have worked for the FHWA in development of techniques for environmental streamlining, and estimating the Secondary and Cumulative Effects of Transportation projects.

Mr. John Stuart, PE, based in Berger's Richmond office, will lead the design effort. Mr. Stuart has served as project manager on several of the company's VDOT contracts, including the award-winning Danville Bypass. Mr. Stuart is familiar with Northern Virginia projects and is currently the team leader for design of the Route 29/Gallows Road intersection on Merrifield.

Mr. Santanu Moitra has led Berger's efforts on all the firm's VDOT construction inspection work including the Christiansburg Bypass, Route 7 widening in Loudoun County, widening of I-66 in Fairfax and Prince William counties, and widening of the Dulles Toll Road. Mr. Moitra is familiar with the Dulles Toll Road corridor and will ensure that any construction is in accordance with VDOT standards and requirements.

Additional information about the Louis Berger Group can be found at [www.louisberger.com](http://www.louisberger.com).

Resumes and project experience for the members of the Berger team follow later in this section.



### **Infrastructure Corporation of America**

Infrastructure Corporation of America (ICA) is the country's leading provider of asset maintenance management services. ICA offers governmental and transportation agencies a common sense approach to effectively maintaining transportation infrastructure on ever-shrinking budgets.

ICA provides long-term, comprehensive asset management contracts to maintain highways, roads, bridges, traffic control equipment, weigh stations, rest areas, toll booths and other transportation-related facilities. By integrating the principles of business management, technology and engineering, ICA offers improved performance of transportation infrastructure and proven cost savings from 10-20 percent on current maintenance expenditures. ICA has major asset management projects in Virginia, Texas and Florida. Government agencies and public and private authorities regularly turn to ICA provide exemplary inspection and maintenance services for roadways and Interstates; structures and bridges; and public services facilities.

The company was established in 1999 by individuals with extensive government, engineering, privatization, and heavy highway construction experience. ICA is headquartered in Nashville, Tennessee and operates out of 15 field offices throughout the country. The company currently has over \$300 million in long-term and renewable contracts. ICA's staff of 20 asset management professionals oversee a maintenance workforce of over 150 employees and over 100 knowledgeable maintenance and inspection subcontractors. ICA is regularly recognized for the quality of its service by demanding clients like the Florida Turnpike Enterprise and the Orlando-Orange County Expressway Authority. For example, the Suncoast, Veterans and Polk Parkways in Florida, under contract to ICA, are among the most aesthetically-pleasing highways in the nation because of ICA's project service approach.

A distinct ICA advantage is its management structure that is supported by an innovative and proprietary data management program. ICA's Infrastructure Maintenance management System (IMMS) pushes decisions down to the roadway level to ensure rapid and appropriate action.

ICA's innovative Infrastructure Maintenance Management System (IMMS) provides ICA a decided project management advantage by elevating information collection, knowledge management, and decision making to new levels. Daily activities of all in-house crews and subcontractors are entered into this powerful database and measured against preplanned schedules and work plans. The system's user-friendly technology allows managers and administrators to view:

- Snapshots of total daily outputs.
- The status of a single characteristic.
- A portrait of accomplishments for an entire year.

IMMS quickly turns data into information and information into the knowledge needed for sound decision making and planning.

Additional information about ICA can be found at [www.ica-onramp.com](http://www.ica-onramp.com).

Resumes and project experience for the ICA team follows later in this section.



## **Cofiroute USA**

Cofiroute USA LLC is the U.S. based subsidiary of Cofiroute S.A. Cofiroute is part of the Vinci Group, the world's largest construction and concession company. Created in 1970, Cofiroute S.A. is the largest private tollroad concessionaire in France, with over 550 miles of freeway, 55 toll plazas and 600 toll lanes in operation. Cofiroute operates a number of technologically sophisticated toll infrastructures worldwide including the 91 Express Lanes, MnPass on I-394 in Minnesota, and the Dartford River Crossing and the Severn River Bridges in the United Kingdom. Cofiroute USA is also a member of the 95 Express team pursuing the I-95/395 HOT Lanes PPTA project. Today, more than 2,600 Cofiroute employees efficiently manage and serve more than 500,000 vehicle trips each day worldwide, collecting annually over \$1.2 billion in tolls through the toll facilities operated by Cofiroute. Backed by its record of excellence, the company is also scheduled to finance, build and operate more than 100 miles of new toll highways and 10 miles of toll tunnels in the greater Paris area over the next five years. Cofiroute brings worldwide expertise and a 30-year history as an industry leader in both technology and toll operations. Cofiroute has the experience of being a toll infrastructure owner and operator. It operates over 65 toll plazas worldwide and has management and operational hands on experience with the necessary depth of resources.

Cofiroute USA provides a wide range of services to its public and private sector clients in the toll industry. These services include: toll facilities management, operation and maintenance, toll and ITS systems design and integration, customer services and violation enforcement, marketing and customer relationship management, asset management and major maintenance, development, financing, construction and operations of toll infrastructure as Public-Private Partnerships, consulting services for Public-Private Partnerships, and operations.

Cofiroute USA has unique expertise and unmatched experience in the successful development and operation of tolled infrastructures under public-private partnerships throughout the world. Additionally, Cofiroute USA is an industry pioneer in the design, implementation and management of express lanes and high occupancy toll (HOT) lanes projects. Additional information can be found at [www.cofirouteusa.com](http://www.cofirouteusa.com).

Resumes and project experience for the Cofiroute team follows later in this section.



TransCore has many years of experience integrating toll collection systems and leads the industry with the highest number of successful, customer-accepted systems. The company's project approach is based on understanding the customers' needs and its expertise in lane systems in electronic toll systems.



TransCore has been responsible for design, implementation, testing, operation and maintenance for hundreds of toll collection systems, as well as obtaining the appropriate hardware, fixtures, and software for world-class performance.

With installations in 39 countries, 104 patents, and a world-class manufacturing facility, TransCore's expertise is unparalleled. TransCore's customers account for more than 80% of the toll revenue in the United States. TransCore also maintains more than 60% of lanes with toll equipment in the U.S. In aggregate, TransCore systems process more than 5 billion transactions annually. The company continuously stays in tune with the latest emerging transportation technology by both an aggressive research and development department and by scouring the industry for "best of class" technology that may have applications in its industry. This is evidenced by one of its latest technology offerings – wireless, satellite-based data communication products and services; asset tracking, management, and monitoring systems. Additional information can be found at [www.transcore.com](http://www.transcore.com).

Resumes and project experience for the TransCore team follows later in this section.



### **McGuireWoods Consulting, LLC**

McGuireWoods Consulting LLC (MWC) is a wholly owned subsidiary of the McGuireWoods law firm. MWC was founded in 1998 and provides government relations, public relations and business expansion services to clients throughout the United States. Based in Richmond, Virginia, the firm also has offices in Tysons Corner Virginia, Washington, D.C. Springfield/Chicago, Illinois and Atlanta, Georgia. Over the past eight years, MWC has grown to become the largest and most diverse public affairs firm in the Commonwealth of Virginia.

MWC is widely recognized for its expertise in working with clients to develop successful public-private partnerships. The firm has played a vital role in many of the successful Public Private Transportation Act (PPTA) proposals awarded to date in the Commonwealth and successfully lobbied for an overhaul of the PPTA statute during the 2005 Virginia General Assembly session. The firm was also instrumental in the development and passage of the Public-Private Education Facilities and Infrastructure Act of 2002 (PPEA) by working closely with Senator Walter Stosch in drafting Senate Bill 681, developing promotional materials, crafting amendments and discussing potential benefits with other legislators and the Governor's office. MWC also assembled an industry coalition to support the passage of the legislation. Following passage of the legislation, MWC sponsored a conference for local and state officials to learn about the act's provisions, and the firm has successfully worked to defeat amendments during the 2003 and 2004 legislative sessions that would have undermined the law's effectiveness. During the 2005 session, the firm also worked on amendments to update the act's provisions to provide additional flexibility to speed project delivery. MWC team members were also asked by the Chairmen of the House and Senate General Laws Committees to serve on the work groups assembled to develop the model PPEA guidelines for the state and local governments. Additional information can be found at [www.mwcllc.com](http://www.mwcllc.com).

Resumes and project experience for the McGuireWoods Consulting team follows later in this section.



## **Merrill Lynch**

Merrill Lynch is a leading global underwriter of debt and equity securities and strategic advisor to corporations, municipal governments, institutions and individuals worldwide.

In the toll road sector, Merrill Lynch has advised on or arranged private and public toll road transactions in the Americas, Asia and Europe. Most notably, Merrill Lynch advised the government of Ontario, Canada on the 1999 groundbreaking C\$3.1 billion sale of the Highway 407 Toll Express Route, the largest global road privatization until that time. Most recently, in 2005, Merrill Lynch arranged a \$140MM financing for *Corredor Sur Trust*, a Panamanian toll road developer; this transaction was notable in that it did not benefit from a monoline surety and yet priced tighter than the comparable Panamanian sovereign bond. In the US municipal market, since 1990, Merrill Lynch is the #3 ranked underwriter of surface transportation bond issues, having sold more than \$43 billion in par value.

Additionally, Merrill Lynch has, for five years running, been the #1 ranked underwriter of US muni competitive bond issues, where pricing is the sole determinant. In Virginia, Merrill Lynch is the #1 underwriter of competitive issues since 1995, having purchased over \$4.7 billion in par value. Merrill Lynch maintains 12 offices throughout the Commonwealth, with 397 employees, including 275 Financial Advisors managing 169,078 retail accounts, with \$23.4 billion of assets, including \$1.7 billion in municipal bond holdings. Merrill Lynch is the number two holder of VDOT bonds. Additional information about Merrill Lynch can be found at [www.merrilllynch.com](http://www.merrilllynch.com).

Resumes and project experience for the Merrill Lynch team follows later in this section.

## **Team Resumes and Experience**

### **Franklin L. Haney Company, LLC**

**Franklin L. Haney, Sr., President**

#### **EDUCATION:**

University of Tennessee, B.S. in economics, 1962

George Washington University School of Law, J.D.

## **PROFESSIONAL EXPERIENCE:**

Mr. Haney attended law school while working as a legislative assistant for a U.S. senator, and then as is a licensed attorney. He also ran unsuccessfully for Governor of Tennessee. He has served as a director of numerous organizations including Commercial Bank of Chattanooga and George Washington University School of Law. He currently resides in Palm Beach, Florida during the winter and Washington, D.C. the balance of the year. The Haney's have five adult children, four of which plus two sons-in-law are engaged in the family businesses. Three of Mr. Haney's children who work for FLH are residents of Washington D.C.

**Frank Haney, Jr., Vice President**

## **EDUCATION:**

University of Colorado, B.A. in Economics, 1998

## **PROFESSIONAL EXPERIENCE:**

After graduation, Frank started working in the family business working on the refinancing of existing properties as well as financing of new projects. In 1999, Frank took a leave of absence for a year to intern for Oakes-Fitzwilliams in London, England, where he worked as a financial analyst.

He returned to the Franklin L. Haney Company in 2000, where he assumed the position of Vice President of the Company and worked on the refinancing of the Dulles-Greenway. He also was instrumental in the refinancing of the Company's Social Security Payment Center in Birmingham, Alabama, and the Chattanooga Computer Center and Chestnut Street Tower II in Chattanooga, Tennessee. Currently he is working with the company as one of the firms competing to acquire the Washington Nationals.

## **PROJECT EXPERIENCE:**

**Dulles Greenway, Loudoun County, VA.:** FLH initially became involved with the finance and operation of tollroads through its involvement since 1998 with the Dulles Greenway. The Greenway is a 13 mile privately owned tollroad from Dulles Airport to Leesburg, Virginia. It connects directly with the Dulles Toll Road and is often referred to as the Dulles Toll Road extension. The Greenway is the only tollroad in the United States where the land on which it was built was privately acquired and is privately owned. Although the Greenway is regulated by the State Corporation Commission under the Virginia Highway Corporation Act of 1988, a precursor to the PPTA, the Greenway is a public-private partnership in that its operation is franchised by the Commonwealth and its ownership reverts to the Commonwealth of Virginia when its financing is fully paid. It has a comprehensive agreement with VDOT in regard to its operations.

Mr. Haney was approached by the Bryant family, who originally built the Greenway, in 1998 when its original financing was in default and it was under threat of foreclosure. Mr. Haney structured and completed an innovative long term MBIA insured securitized

debt refinancing of the Greenway in 1999. Bear Stearns was the underwriter brought in by Mr. Haney for this refinancing. FLH also worked with Berger on this refinancing which revised and updated the original revenue studies for the Greenway which had earlier incorrectly forecast the rate of growth of the facility. Every year since the 1999 refinancing, the Greenway has exceeded even the most optimistic scenario in its revenue projections presented to MBIA and the rating agencies.

As a result of the 1999 refinancing, the Haney Family Partnership (which was reorganized in 2005 as the Haney Family LLC) acquired the interest of Autostrade's Virginia subsidiary in the Greenway and a portion of the interests held by the Bryant family. As a 43% owner of the Greenway, the Haney Family has a veto over and right to participate in virtually all development, financing and other decisions regarding the Greenway. Thus, the Haney family since 1998 has participated in all the major decisions regarding the Greenway.

FLH secured approval of a 30 year extension of the Greenway franchise in 2002 in order to expand the Greenway from two lanes in each direction to three and to refinance the high-yield unrated debt. The \$390.6 million refinancing for this expansion was completed in March 2005 by Bear Stearns and Merrill Lynch. This refinancing includes the longest term debt ever rated by the three rating agencies and insured by MBIA in regard to any tollroad in the United States. Mr. Haney and Mr. Haney, Jr. were initially involved in all aspects of this refinancing and originated the financing structure. As part of this refinancing, FLH negotiated and secured a 30 year extension of the lease by MWAA from the federal government. Mr. Blust and McGuire Woods LLP and McGuireWoods Consulting were involved in procuring both the State Corporation Commission approval of the franchise extension and the MWAA lease extension. McGuire Woods LLP became the regulatory counsel for the Greenway as a result of the franchise extension approval.

In September 2005, FLH completed a \$510.0 million mezzanine financing of its interest and that of the Bryant family with a foreign affiliate of Macquarie. The Haney family, through the Haney Family LLC, as successor to the Haney Family Partnership, currently retains a 43% ownership in the Greenway.

In order to structure and complete these innovative financings, FLH, and particularly Mr. Haney, Jr., had to become an expert in all sources of revenues and costs for a tollroad.

**Portals Project - Phase I and II, Washington, D.C.** - Portals I and II are the first two components of the largest private project in the history of D.C., a \$1 billion plus mixed use commercial, hotel and office redevelopment of a former railroad yard near the Potomac River at the entrance to Washington on Route 1 from Virginia. Phase I of the project is a 440,000 square feet office building constructed in 1989-91 by Western Urban Development, a predecessor of Republic Properties Corporation, the current co-general partner with FLH. The building is leased to the Federal Aviation Administration, the Department of Education and other non-governmental tenants. An affiliate of FLH refinanced the Portals project and acquired a 50% interest as co-general partner with a subsidiary of Republic Properties Corporation in 1996. Phase I cost approximately \$70 million to construct.

Phase II of the Portals is a 580,000 square foot building constructed in 1996 by a partnership in which an affiliate of FLH is the co-general partner with an affiliate of Republic Properties Corporation. It is leased to the Federal Communications Commission. Portals II cost approximately \$67 million to construct. An affiliate of FLH provided the construction and permanent financing through three securitized debt offerings of the FLH financing affiliate sold by various underwriters.

When completed, the Portals project will contain over 1.8 million square feet of office space, 125,000 square feet of retail and restaurant space, the D.C. Mandarin Oriental Hotel (which is already completed), a performing arts center, a health and fitness center and parking for over 1,200 cars. Phase III is currently under construction. The project connects directly to the waterfront at Potomac Park. This is one of the most complicated projects ever done and involved extensive negotiations with Consolidated Rail Corporation for air rights and coordination with numerous governmental agencies including the Commission of Fine Arts, the National Capital Planning Commission and the D.C. City Council.

**Larry Blust, Attorney At Law, Barnes & Thornburg**

**EDUCATION:**

Bachelor of Science in Accounting, University of Illinois, 1965, co-valedictorian

Certified Public Accountant certificate, 1965

J.D., University of Illinois College of Law, 1968, valedictorian, Order of the Coif, Law Review

**PROFESSIONAL EXPERIENCE:**

Mr. Blust has represented FLH and the Haney family in their various development projects and investments since 1994. Since graduating from law school, he has practiced first with Jenner & Block and subsequent to 2000 with B&T. Mr. Blust is a recognized specialist in mergers and acquisitions, securities and infrastructure financing, public-private partnerships and taxation. He is a Red Book listed bond counsel. He has been named in various surveys of Illinois lawyers as a Leading Lawyer and a Super Lawyer in these fields for a number of years. Mr. Blust heads the Business, Tax and Real Estate Department in the Chicago office of B&T. He has had extensive experience in real estate development and infrastructure development and finance. From 1989 to 1995 he represented D.C. based developer Western Development Company and its subsidiary Western Urban Development and worked on such D.C. area projects as Washington Harbor, a multi-use water oriented complex in Georgetown; Market Square, a multi-use residential and commercial project on Pennsylvania Avenue; the Portals project; and Potomac Mills, a 2,000,000 square foot shopping complex in Virginia. Mr. Blust took Western Development public as the Mills Corporation in 1994 and worked on its Gurnee Mills, Illinois; Sawgrass Mills, Florida; Potomac Mills, Virginia; and Ontario Mills, California shopping centers as well as numerous smaller commercial projects. Mr. Blust has represented FLH and the Haney family in all the post-1994 projects described above, including the 1999 and 2005 Dulles Greenway refinancings. He also negotiated the extension of the MWAA lease for Dulles and Reagan Airports with the Secretary of Transportation in conjunction with the 2005 refinancing. He is a recognized expert in

innovative financing techniques and has worked extensively with Merrill Lynch and other underwriters on various innovative financing techniques and transactions.

## **The Louis Berger Group**

**Peter A. Polk, P.E., Senior Vice President**

### **EDUCATION:**

B.S. Civil Engineering, Northeastern University

MBA, Boston University

### **PROFESSIONAL REGISTRATIONS:**

Registered Professional Engineer in Virginia, Maryland, Texas, New York, Florida, Rhode Island, Massachusetts

### **PROFESSIONAL AFFILIATIONS:**

Institute of Transportation Engineers

American Society of Civil Engineers

### **PROJECT EXPERIENCE:**

- **Dulles Greenway, Loudoun County, VA:** Mr. Polk was Project Director for development of traffic and revenue forecasts for the Dulles Greenway. Studies were conducted in 1997 in connection with new ownership of the facility, the first privately owned and operated toll road in the US. In 2003, updated forecasts were developed for refinancing purposes, and in 2005, forecasts were prepared for potential new owners. Situated in one of the fastest growing areas in the country, the facility has experienced unprecedented growth in the past six years, with growth expected to continue in the coming years.
- **SR 125, San Diego:** Mr. Polk was Technical Advisor for the review of traffic and revenue forecasts for this proposed toll road in San Diego, CA. Independent studies were conducted to assess the quality of the forecasts. The project is currently under construction.
- **Central Artery/Tunnel, Boston:** - Deputy Project Manager for design of the \$400 Million I-93/I-90 Interchange as part of Boston's Central Artery/Tunnel Project. Design of this multi-level interchange involved extensive efforts in development of a traffic control plan under which traffic through the critical interchange could be maintained during construction.

***The Louis Berger Group's experience in the Dulles Corridor and with toll projects around the world makes the firm an ideal partner for the Dulles Express team.***

- **Foley Beach Express, Baldwin County, Alabama:** Mr. Polk led the due-diligence review of traffic forecasts and revenue estimates for this toll facility, providing access to the beach areas of Southern Alabama. The Foley Beach Express provides an alternative to US Route 59 for beach travelers from the Mobile area to the Gulf Coast.
- **Transportation Alternatives for Highway Reconstruction:** Mr. Polk was Project Director and Principal Investigator for this FHWA program to establish a methodology for development of reconstruction projects. The findings stressed the importance of reviewing and understanding construction techniques and alternatives during the planning and project development phase. A technical manual and instructional course were among the outputs. Mr. Polk presented the course to transportation officials in various states for several years.
- **Design and Operations of Work Zone Traffic Control:** This was another national program for FHWA aimed at improving safety through better design and understanding of work zones, and of the requirements set forth in the Manual on Uniform Traffic Control Devices.. Mr. Polk was Principal Instructor on the three day course that was presented in almost 100 locations country-wide.
- **Sam Houston Tollway Widening:** This project involved development of design drawings and construction bid documents for widening of a section of the Beltway 8 in Houston, for the Harris County Toll Road Authority.
- **Kalaniana'ole Highway, Honolulu:** - Mr. Polk conducted traffic analyses and developed traffic signal strategies for this high volume corridor in Honolulu. The signal strategies had to accommodate bus priority and high occupancy vehicle lanes.
- **Route 1 North:** - This project, for the Massachusetts Highway Department, examined traffic operations along a ten mile corridor north of Boston. Interchange improvements, control of uncontrolled access, and roadway upgrading, were among the improvements implemented along the corridor.
- **Tysons Corner Suburban Activity Center:** Mr. Polk led a team to study the impact of land use decisions on transportation needs in Tysons Corner, Virginia.. The study, prepared for the Federal Transit Administration, developed conceptual designs for lane configuration along US Route 7, and re-alignment of proposed extension of the Washington, DC Metrorail, through Tysons rather than along an adjacent highway corridor.





## Highway/Bridge/Civil Design

*US Route 58, Danville Bypass, Pittsylvania County, Virginia*

**Project Owner:**

Virginia Dept. of Transportation  
1401 E. Broad Street  
Richmond, VA 23219  
Mr. Stewart Willis  
(804) 786-1866

**Period of Performance:**

1997 - 2004

**Construction Value:**

\$65M

In 1989, the Virginia General Assembly made a commitment to improving U.S. Route 58 by establishing the U.S. Route 58 Corridor Development Program. This program was established for the creation and enhancement of an adequate, modern, safe and efficient highway system connecting the most southwestern and southeastern portions of the Commonwealth.

The Virginia Department of Transportation selected Berger's Richmond, Virginia office to prepare preliminary engineering, right-of-way and construction plans for the construction of the 11.9 kilometer section known as the Danville Bypass in Pittsylvania County. This project provides for a southern bypass of the city of Danville and includes the design of a limited access four lane divided principal arterial roadway, a diamond interchange with Route 1260, a partial cloverleaf interchange with existing Route 58, and redesign of the existing interchange of Route 265 and 29. The typical section consists of four 3.6 m lanes, 3.6 m right shoulders and an 18.2 m depressed median.



Twelve bridges are included in the project: a major river crossing of the Dan River (380 m length), 6 bridges over local roads, 3 highway bridges over Route 58 and a railroad bridge over the new Bypass. The project also required relocation of 800 m of Norfolk Southern Railroad track, the design of two truck weight stations, a 3,400 m frontage road and the relocation of numerous local roads. Berger is also responsible for complete signing and overhead signing, pavement markings, maintenance of traffic, traffic analysis, hydraulic design, stormwater management design and Public Participation. Coordination of the design with the North Carolina Department of Transportation was required for the section of the project located in North Carolina.

This project was completed and opened to traffic on May 7, 2004 and has been selected by the ACEC of Virginia 2005 Engineering Excellence Awards as the Grand Winner for Transportation.







## **Construction Inspection Services** *Christiansburg Bypass, Christiansburg, Virginia*

**Project Owner:**

Virginia Dept. of Transportation  
Christiansburg Residency  
Post Office Box 420  
Christiansburg, VA 24068  
Mr. Dale Stancill  
(540)-381-7200

**Period of Performance:**

1997 - 2003

**Construction Value:** \$160M

**Inspection Fee Value:** \$15.5M

The Louis Berger Group, Inc. was selected to provide Construction Engineering and Construction Inspections services for the Virginia Department of Transportation Project. Berger is providing construction management, construction inspection services, scheduling and potential claims analyses, documentation control systems and assisting the client in public relations. Services were provided under a single contract to monitor and inspect two separate Prime Contractors operating under three separate construction contracts.

The Christiansburg Bypass project is a new bypass highway from Business Route 460 in Blacksburg to Interstate I-81 in Christiansburg. The project involves the construction of five new major



interchanges, modifications to four existing interchanges and five existing intersections, construction of thirty-one new bridges, one new tunnel, 14 retaining walls and more than twelve kilometers of new roadway.

Berger provided construction inspection services for the duration of this five-year plus construction of three separate construction projects with different contractors. During the peak construction season, as many as 42 personnel were active on the project site. The I-81 project was 7 km in length and included two interchanges, 12 bridges, major MSE retaining walls, sound walls, landscaping, signage, utilities, paving, grading, and drainage. The Christiansburg project was 4.4 km in length and included two interchanges, 7 bridges, 14 retaining walls (cast-in-place, soil-nail, MSE), sound walls, landscaping, signage, utilities, paving, grading, and draining. The Blacksburg project was 2.8 km in length and included one interchanges, 12 bridges, 9 retaining walls (cast-in-place, soil-nail, MSE), landscaping, signage, utilities, paving, grading, and drainage.



**Alex C. Chen, PE, Noise Analyst**

**EDUCATION:**

M.S., Civil and Environmental Engineering, Vanderbilt University, 1992

M.S., Acoustics, B.S., Physics, Tongji University, Shanghai, China, 1985

GIS Training Courses, Towson State University, 1994

Integrated Noise Model (INM) Training Course, Federal Aviation Administration, 1996

Transit Noise and Vibration Impact Assessment Training Course, National Transit Institute, 1997

**PROFESSIONAL REGISTRATIONS:**

Professional Engineer, MD 22762, DC 10546

**PROFESSIONAL EXPERIENCE:**

Mr. Chen is a Senior Environmental Engineer at Louis Berger specializing in acoustical and air quality analysis. Mr. Chen is responsible for noise/vibration analysis related to transportation and industrial projects. He is fully experienced in the fields of monitoring, modeling, and analysis of noise/vibration and air quality impacts and mitigation for surface and air transportation projects. During past twelve years, he has worked on transportation noise and air quality related projects including preparation of numerous NEPA documents for various government and private clients. He has designed more than 65,000 linear feet of noise barriers, including TYPE II noise barriers in NJ, PA, and MD. He is fully familiar with FHWA STAMINA 2.0 program and TrafficNoiseCAD and knowledgeable about the functionalities of the new FHWA TrafficNoiseModel (TNM). He is also highly experienced with EPA Mobile 5a, CAL3QHC, and FAA EDMS models. He has developed and evaluated different mitigation alternatives based on cost-effectiveness and engineering feasibility criteria. Relevant experience includes the following:

**PROJECT EXPERIENCE:**

- **Drury Lane, Route 17k to Route 207, Newburgh, New York.** Task manager responsible for traffic noise analysis as part of EIS for the widening of 3 miles of 2-lane highway including addition of one interchange and providing access road to the Stewart International Airport. Five sites were monitored and included in the analysis. Aircraft noise contributions were analyzed and compared with roadway traffic noise contributions to assess the reasonableness of noise mitigation measures. Computer modeling of traffic noise impacts and mitigation were completed. Technical Noise Report is being prepared for the New York State Department of Transportation.

- **Long Island Expressway, between Exits 57 and 64, Long Island, NY.** The project involved final design of more than 10,000 linear feet of the noise barriers including 4,000 feet long section of parallel noise barriers on both sides of the highway. Special ray-tracing method was employed to assess the barrier insertion loss degradation caused by multiple-reflections between the parallel walls. Special design features include absorptive treatment, surface aesthetic sculpture, and reclined wall panels.
- **I-287, Route 202 to New York State Line, Morris, Passaic, and Bergen Counties, NJ.** The project involved re-evaluation of traffic noise impacts for a 21-mile section of interstate highway. Detailed work tasks included traffic investigation, identification of sensitive receptors, noise modeling and noise level contour development, pavement effect assessment, noise mitigation analysis, and public involvement. The Technical Noise Report was prepared for the New Jersey Department of Transportation. A total of 7 barriers approximately 7,000 linear feet in length were recommended for construction. As part of the feasibility analysis, noise barriers placed on top of the steep slopes and bridge structures were analyzed in consideration of safety and structure loading capacity. In particular, vehicle pass-by noise over three different types of the pavement were measured and results, including the "tonal effects", were documented in "Stop the Whine! Narrow-Band Noise Level Measurements of Three Highway Pavements" Transportation Research Record 1601, 1997.
- **I-78, I-287 to Plainfield Avenue, Union County, NJ.** The project involved design of 15,000 TYPE II noise barriers along interstate highway. Detailed work tasks included traffic investigation, identification of sensitive receptors, 24-hour and short-term noise monitoring at 20 locations, noise level modeling, noise mitigation analysis and design, and public involvement. The Technical Noise Report was prepared for the New Jersey Department of Transportation.
- **US 31, Holland to Muskegon, Allegan, Ottawa, Muskegon Counties, Michigan.** Responsible for traffic noise and air quality analysis as part of EIS for the improvement of 30 miles of 2-lane highway including proposed 4-lane fully controlled access highway on new alignments. Six alternatives were analyzed. Computer modeling of traffic noise and air quality impacts and mitigation was conducted. Technical Noise and Air Quality Report were prepared for the Michigan Department of Transportation.

**Jess Commerford, AICP**

**Senior Vice President, Federal and DC Programs**

#### **EDUCATION:**

M.S., Urban and Regional Planning, University of Kansas, 1990

B.G.S., Political Science, University of Kansas, 1987

## **PROFESSIONAL AFFILIATIONS:**

American Institute of Certified Planners #10620

American Planning Association

National Association of Environmental Professionals

Department of Defense Secret Clearance

## **PROFESSIONAL EXPERIENCE:**

Mr. Commerford specializes in environmental planning, environmental compliance studies, land use analysis, and site feasibility analysis. Mr. Commerford has in-depth working experience in the preparation of Environmental Assessments (EAs) and Environmental Impact Statements (EISs), under the National Environmental Policy Act (NEPA) and the Council of Environmental Quality (CEQ) regulations implementing NEPA, for all types of federal facilities including the U.S. Army, U.S. Air Force, U.S. Navy, U.S. Department of Justice, General Services Administration (GSA), Federal Bureau of Investigation (FBI), U.S. Postal Service, and others. He has directed and prepared environmental compliance investigations and natural resource management studies pursuant to DoD guidance. He has prepared and conducted NEPA guidance and training programs for a nationwide audience. Selected project experience includes the following:

## **PROJECT EXPERIENCE:**

- **Environmental Assessment and Transportation Analysis.** Manager for the preparation of an Environmental Assessment and related studies designed to highlight the impacts of adding additional parking facilities at this national memorial. Project included the tasks of transportation analysis, noise analysis, and three-dimensional visual impact visualization to aid in the decision-making process. *John F. Kennedy Center for the Performing Arts.*
- **DoD Agency Consolidation Studies.** Program Manager for multiple planning studies to assist the agency in preparation for a potential facilities consolidation. Tasks include a siting study, economic analysis and cost estimates, environmental constraints analysis for potential new sites, environmental baseline survey and condition assessments of existing facilities. *USACE, Baltimore District.*
- **Environmental Compliance and Planning Support.** Program Manager for several planning and environmental compliance studies, including Section 206 and Section 22 studies, under a five-year contract. Projects have included a siting study for a new DoD Biometrics Fusion Center in West Virginia, a wastewater treatment plant assessment, a GIS-based constraints analysis report, NEPA documentation, technical review of environmental planning documentation, ecosystem restoration, and a water supply study. *USACE, Baltimore District.*

- **Environmental Compliance and Planning Support.** Project Manager for several environmental compliance and planning studies under a five-year contract with the Baltimore District. Specific efforts included serving as project manager or project manager for the following projects: Fort Ritchie Closure/Reuse EIS; the ERGO compliance audit at the Washington Aqueduct; stormwater pollution prevention plans at Fort McNair, Fort Myer and Walter Reed Army Medical Center; director of the Juniata River Basin/Raystown Lake Reconnaissance Study; project manager for the Maryland Army Guard Integrated Natural Resource Management Plan; and project manager for the visitation study at the Arlington National Cemetery. *USACE, Baltimore District.*
- **Environmental Planning Studies: Fort Riley, Kansas.** Project Manager and technical lead for several environmental planning studies at Fort Riley, Kansas including an Installation Integrated Natural Resource Management Plan; Installation Forestry Management Plan and EA; Installation Pest Management Plan; Military Construction Army (MCA) Program EA; and an Environmental Baseline Evaluation which served as a baseline environmental document for the post. *U.S. Army Corps of Engineers, Kansas City District*
- **Environmental Compliance Services Nationwide.** Project Manager and technical lead for NEPA training. Project Manager for environmental assessments for new U.S. Border Patrol complexes in El Centro, California and Tucson, Arizona. Project Manager and lead analyst for an EA for a weapons training facility in San Diego, California. Project Manager for the Environmental Baseline Survey at the Charleston Naval Base, South Carolina. Project Manager for a private versus public cost benefit analysis for a new detention facility in San Francisco, California. *U.S. Immigration and Naturalization Service.*
- **Facility Planning and Master Planning Components Studies.** Project Manager and technical lead for several environmental planning studies including: EIS for the relocation of the Naval Sea Systems Command (NAVSEA) to the Washington Navy Yard, Washington, D.C.; EA for a Bachelors Enlisted Quarters, Naval Station Anacostia, Washington, D.C.; EA for a new Honor Guard Facility, Bolling Air Force Base, Washington, D.C.; EA for a Base Realignment and Closure (BRAC) Recommendation at the Washington Navy Yard; and an EA for the new Defense Intelligence Agency Parking Facility. *Engineering Field Activity Chesapeake, Naval Facilities Engineering Command.*
- **Facility Planning and Master Planning Components Studies for BRAC Projects — Engineering Field Activity Chesapeake, Naval Facilities Engineering Command.** Project Manager and technical lead for environmental compliance studies under BRAC including: EA for the realignment of the Explosives Test Facility from White Oak, Maryland to Indian Head, Maryland; EA for the realignment of Navy Activities to Naval Security Station, Washington, D.C. *Engineering Field Activity Chesapeake, Naval Facilities Engineering Command.*
- **Environmental Compliance and Planning Studies, Quantico, Virginia.** Project Manager and technical lead for the Reserve Training Facility EA, Officer Candidate School Medical Facility EA; and Tri-Modular Club EA. *Marine Corps Combat Development Command.*

- **A-E Services for Headquarters Air Force Space Command Installations in the U.S. and Abroad.** Project Manager and lead author for EAs of the proposed military construction projects which included the Patrick Air Force Base 9 (AFB), Florida Base Supply Complex, Patrick AFB Air Traffic Control Tower, Patrick AFB Base Operations/Air Freight/Passenger Terminal, and the Security Police Operations Facility on base. Also analyzed potential impacts on land use associated with the Patrick AFB Banana River Repair/Shoreline Stabilization Environmental Assessment. Study leader for an Environmental Baseline Survey and Finding of Suitability to Transfer for a landfill at Antigua Air Station. Part of study team for a Contamination Assessment for a diesel fuel spill at Antigua Air Station. *U.S. Air Force, 3D Space Support Wing.*

### **Carlos Espindola-Osorno, Transportation Engineer**

#### **EDUACTION:**

Masters in Transportation Engineering, University of Illinois at Urbana-Champaign, Illinois, USA, May 1998.

Bachelors in Civil Engineer with honors, National Autonomous University of Mexico, Mexico, June 1996.

#### **PROFESSIONAL EXPERIENCE:**

Seven years of experience in highway related projects. First, performing research on human factors as they relate to highway-rail grade crossings. Then as a transportation engineer involved in the development and use of state-of-the-art traffic forecasting multimodal models. Projects involved multimodal, corridor level studies in urban settings. More recently, involved in the traffic and revenue forecasting for toll roads, both in the US and abroad, for clients which include construction companies and private and development banks.

#### **PROJECT EXPERIENCE:**

- **Update to the Dulles Greenway Toll Road Traffic and Revenue Forecasts, Loudoun County, Virginia.** Updated the transportation demand model for the Dulles Greenway Toll Road that connects the northwest part of Washington, DC with Dulles International Airport. The previous model was developed in 1998. Updates included land use and population, roadway networks and toll payment rates. After updating the model, it was validated through comparisons of time traveled and volume at specific points. The model was run under three future scenarios: base model, optimistic and conservative. The results were presented in a final report.
- **Military Road/Missouri Avenue Transportation Study, Washington, DC, USA.** Traffic simulation of signalized intersections using Syncro (traffic simulation software) along the Military Road/Missouri Avenue corridor. The

- purpose of the study is to examine existing and future traffic conditions in the study area and to determine short-term and long-term traffic management and infrastructure improvements to reduce traffic congestion, especially during peak morning and evening travel hours, reduce truck traffic, improve traffic and pedestrian safety and improve access to local businesses.
- **Friendship Heights Transportation Study, Washington, DC, USA.** Traffic simulation of signalized intersections using Synchro (traffic simulation software) in the Friendship Heights study area. The purpose of the study is to examine existing and future traffic conditions in the study area and to determine short-term and long-term traffic management and infrastructure improvements to reduce traffic congestion, especially during peak morning and evening travel hours, reduce truck traffic, improve traffic and pedestrian safety and protect surrounding residential streets from traffic impacts.
  - **Traffic and Revenue Study for Red Vial 5, Perú.** Travel demand forecasting specialist for the project. This study's primary objective was to develop a set of traffic and revenue forecasts for the Red Vial 5 – Panamericana Norte highway that can be used by IDB and IFC as inputs to their financial model. The tasks performed for the project include the development of a methodology, surveys, creation of forecasting model using the computer platform EMME2, direct GIS analysis and other tasks related to transport modeling. The Red Vial 5 has an approximate length of 160 km and was recently granted in concession to Norvial S.A. for construction, operation and maintenance. Construction works have an approximate value of US\$ 80 M.
  - **Lender's Due-Diligence Analysis for San Diego SR125 Expressway, USA** Transportation specialist for the project. Louis Berger was retained by a private client to provide advice on traffic and revenue forecasts for the planned San Diego Expressway (SR125). This 11.2 mile privately financed road is planned to be in service by 2006. Total construction works are approximately \$400 M.
  - **Concession of the Americo Vespucio North Beltway in the City of Santiago de Chile, Chile.** Review of traffic and toll income forecasts (due-diligence) developed by another consultant. The following items were reviewed: methodology, initial assumptions, explanatory variable forecasts for the generation of trips resulting from population growth and GNP, allocation of trips in the roadway network and assumptions made to model the effect of tolls with respect to the choice of road made by users. The results were presented in a final report.
  - **Traffic and Revenue Forecasts the Concession of a Third Beltway around San Pedro Sula, Honduras.** For the project a complete transportation model was developed using EMME/2 as a model platform. The model was validated using traffic volumes and travel times for comparison. Once the model was validated, the model was used to make traffic forecasts based on different assumptions of economic and population growth and evaluate several strategies. The scenarios considered were: a base scenario, an optimistic and a conservative. The base scenario captures the most likely future conditions while the optimistic and conservative scenarios captured the different variations of the model, such as time value, toll amounts, GNP, population and employment.

**Dane R. Ismart, Senior Associate**

**EDUCATION:**

B.S.C.E., Georgia Institute of Technology

M.S.C.E, University of Minnesota

**PROFESSIONAL AFFILIATIONS:**

Member of the TRB Highway Capacity Unsignalized Intersection Subcommittee

Member of the TRB Highway Capacity User Subcommittee

Member of the TRB Access Management Committee

Member of the TRB Task Force on Environmental Justice

Member of the TRB Statewide Multimodal Planning Committee

Chairman ITE 6F-47 Committee - Selecting and Using Microcomputer Travel Demand Forecasting Models

Past President and Board Member of Urban-Rural Transportation Alliance

ITE Transportation Planning Council Executive Committee Member

Past Member of the TRB Intermodal Forum

**PROFESSIONAL EXPERIENCE:**

Mr. Ismart has twenty-eight years experience with the Federal Highway Administration (FHWA) and six years with The Louis Berger Group. He served in many capacities while with FHWA as part of the Office of Environment and Planning and specialized in financial planning, transportation and intermodal planning, traffic engineering, and policy. He is a nationally recognized expert in innovative funding techniques, travel demand forecasting, intermodal planning, and freight modeling. Mr. Ismart has been responsible for the preparation of technical documentation and conduct of FHWA technical assistance training courses. During Mr. Ismart's tenure with the Federal Highway Administration, he conducted and authored the materials for over 400 short courses on highway capacity, urban model development, innovative highway and transit finance, transportation and environmental planning, land use planning, access management, and site impact analysis.

Also during Mr. Ismart's tenure with the FHWA he authored and edited a series of technical planning manuals that are currently in use by State DOTs. He also co-authored



and edited for ITE an informational guide on selecting microcomputer packages that was selected by ITE as the best technical planning report of 1996.

## **PROJECT EXPERIENCE:**

- **Intermodal Planning** Mr. Ismart was responsible for the overall development and implementation of intermodal transportation planning programs and activities for the Federal Highway Administration. In this capacity, he:
  - developed federal regulations for implementing Intermodal Surface Transportation Efficiency Act (ISTEA) intermodal transportation planning requirements. Regulatory activities included the statewide and metropolitan planning regulations and the interim final regulations for management systems;
  - managed a multi-million dollar intermodal transportation planning research program;
  - developed freight planning procedures to assist state departments of transportation and metropolitan planning organizations in meeting ISTEA freight planning requirements;
  - provided technical planning assistance to federal, state, and local officials in intermodal and urban travel demand forecasting procedures through research, field visits, and courses;
  - acted as FHWA's liaison to the Federal Aviation Administration, Federal Rail Administration, and other agencies;

Mr. Ismart has served as a Senior Associate with the Louis Berger Group, Inc. since January 1998. Since he has joined the Berger Group he has conducted the following studies.

- **Missouri Statewide Model** – Technical Advisor – Provided technical assistance to the Missouri Department of Transportation during the development of the Statewide Model.
- **Virginia Research Council** – Conducting a series of courses for Virginia DOT on Access Management and Site Impact Analysis
- **Chesapeake Bay Bridge-Tunnel Toll Impact Study** – Project Manager – Conducting a study to determine the financial, social, environmental, and economic impacts that a Chesapeake Bay Bridge-Tunnel toll reduction will have on the eastern shore of Virginia (Northampton and Accomack Counties).
- **Central Arkansas Regional Transportation Study** – Project Manager – Conducting an analysis of the 200 mile freeway system in central Arkansas. The study will develop a series of recommendations for improving the freeway system. The study also includes a feasibility study of a fourth bridge crossing over the Arkansas River in Little Rock, Arkansas.
- **Arkansas Highway and Transportation Department** – Project Manager – Conducted a corridor study for the I-630 corridor in Little Rock, Arkansas. The

study is developing strategies for improving the mobility and safety for the corridor and evaluating the impacts on the environment and land use due to transportation improvements.

- **Texas Department of Transportation NAFTA Study** - Project Manager - Analyzed the effect of the North American Free Trade Agreement on the Texas Highway Trunk System. Social, economic, environmental, and infrastructure costs due to NAFTA truck traffic were estimated.
- **New York State Thruway Authority** - Financial Advisor - Conducted a series of courses and management briefings on the application of innovative financing programs for funding the Thruways FY 1999 capital program. As part of the project a financial memorandum of understanding between the New York State Thruway Authority and the New York DOT was developed.
- **St Lucie Boulevard Toll Road Extension** - Project Manager - Developed the travel demand forecast and financial plan for a proposed privately funded toll road in St. Lucie County, Florida to interconnect the Florida Turnpike and I-95. As part of the study, an evaluation of the project's environmental impacts was conducted to ensure all Florida environmental regulations were being met. Design Build
- **InterCounty Connector (ICC) Study** – Technical Advisor – Serving on an expert traffic panel for the InterCounty Connector (ICC) Study. The objective of the panel is to review and provide input to the Maryland DOT's methodology for preparing traffic forecasts for the connector.
- **Friendship Heights Neighborhood Study** – Project Manager – The study area is located in Washington, D.C. developing a set of transportation improvements to improve the capacity and safety of major arterials in the study area. Issues such as cut through traffic and limited parking are also being addressed through the application of traffic calming techniques.

**Deborah W. Matherly, AICP, Senior Associate and Transportation Planner**

#### **EDUCATION:**

M.B.A., Hood College, Frederick, MD, 2001

B.S., Public Administration, Northern Kentucky University, Highland Heights, KY, 1979

#### **PROFESSIONAL EXPERIENCE:**

Ms. Matherly has over 24 years of experience with a broad technical and management background in major facets of transportation analysis. Her evaluation and research experience ranges from transit operations analysis to capital planning, air quality conformity to freight activity forecasting, economic impact assessments to intercity transportation planning.

#### **PROFESSIONAL AFFILIATIONS:**

Emergency Evacuation Transportation Subcommittee, Transportation Research Board (TRB)

Freight Data Committee, Transportation Research Board (TRB)

Subcommittee on Performance Measurement for Sustainable Transportation, TRB

American Planning Association

American Institute of Certified Planners Certificate Number 018097

## **PROJECT EXPERIENCE:**

- **Smart Card Transit and Parking Fare Collection Evaluation** – for the Municipality of Izmir, Turkey, funded by the USTDA. Ms. Matherly is the team leader evaluating the Izmir system for a potential upgrade of its existing smart card fare system. The Izmir system includes buses, ferries, and Metro, and will soon include commuter rail and private sector minibuses. Over 900,000 smart cards have been distributed (in a city of 3.3 million); they currently process approximately 600,000 transactions per day, but cannot handle transfers and similar features. The study includes the evaluation of the system and technology in place in Izmir; the desired requirements for an upgrade or replacement system; an assessment of features (fare structures, transfer options and similar functions) of smart card technologies in place around the world; an overview of vendors and manufacturers of state-of-the-art products and systems; and recommendations and specifications for Izmir to consider in terms of desired and feasible features and functions for an upgrade or replacement system.
- **Regional Protective Action Plan, Baltimore Metropolitan Council.** Ms. Matherly is Project Manager for the BMC Regional Protective Action Plan, which includes four major table-top exercises as the key to developing the concept of operations, and identifying gaps in current plans. The Baltimore Metropolitan Council includes five counties, the City of Baltimore, and the City of Annapolis. Planning efforts integrate emergency management, transportation, public information, public health, public safety, and other functions.
- **Transit Plan Development, for BMI-SG, for Cape Girardeau, MO.** Ms. Matherly is Berger Deputy Project Manager and is developing the financial plan scenarios and analysis for the Cape Girardeau updated transit plan. The plan is looking at options for expansion and coordination with County, University, and private sector providers.
- **Statewide Passenger Transportation Demand, for HDR, for the Missouri Department of Transportation.** Ms. Matherly was Deputy Project Manager and provided technical support on this project, including client presentations, documentation of the forecast methodologies for demand for transit services, documentation of methodologies for bicycle and pedestrian indices, development of estimates and documentation of demand for intercity rail and bus services, and a peer analysis of St. Louis transit services across a series of measures.

- **Phase 1- Washington Area Emergency Evacuation Plan Annex for the Metropolitan Washington Council of Governments (MWCOC)** In an exceptionally short time frame- four weeks from notice to proceed until delivery of full draft document, Ms. Matherly directed the project team that developed the complete Evacuation Transportation Coordination Annex for Metropolitan Washington. The product included maps for regional evacuation routes, example scenarios, a framework for describing incidents, a structured questionnaire, and a comprehensive set of demand, highway and transit strategies to deal with major incidents. In addition to strategies dealing with maximizing the flow out of the area in response to an emergency (signals, lanes, transit, etc.) the document identified situations where shelter in place is most appropriate for many people, and where strongly encouraging shelter in place for certain populations (through coordinated demand and supply strategies) will ensure that transportation capacity exists for those who truly need to leave.
- **Pennsylvania I-99 Economic Analysis of Highway Improvements:** For FHWA, developed LBG and subcontractor interview guidelines and conducted extensive interviews to identify strengths and weaknesses in 11 central Pennsylvania Appalachian counties with high unemployment. The interview guide also gathered data pertinent to an input-output model and productivity analysis, developed to determine the potential effectiveness of highway investments towards improving economic well-being and employment opportunities in the region.
- **Baltimore-Washington Magnetic Levitation (Maglev) -** Demand forecasts for the KCI/PB Joint Venture and the Maryland Transit Administration. As Deputy Project Manager for Transportation Economics & Management Systems, Inc. (TEMS), Ms. Matherly provided guidance in the development of ridership demand forecasts, including zone structure development and demographic forecasts. She directed three major surveys: a “paper-form” stated preference survey, a video-based auto O/D mail-out survey (with Transfo), and a computer-based stated preference survey (with RSG Associates). She served as the liaison with metropolitan planning organizations as well as a key client and Peer Review Group contact. She developed methodologies for identifying parking impacts, time-of-day estimates, and ridership catchment areas for the project. She also directed the corridor study (Boston to Charlotte, North Carolina), that evaluated the potential for Maglev freight movement as well as passenger movement. The freight movement potential was evaluated for four major categories of commodity with mode split for each major commodity group based on value of time. Baltimore has been selected as one of two projects to qualify for FRA funding to move forward into the Environmental Impact Assessment Phase of Study.
- **The Midwest Regional Rail Initiative (MWRRI) -** for nine Midwest States and Amtrak. As Deputy Project Manager for TEMS, Ms. Matherly conducted operations planning, capital and strategic planning, documented demand forecasts, and developed freight options (same-day parcel market assessment), and financial analyses. The same-day parcel market analysis built on Commodity Flow Survey data for state-to-state flows, plus face-to-face interviews with over 100 shippers and freight forwarders in the Midwest. She developed extensive

operating cost simulations to compare the proposed Midwest structure to Amtrak costs and to identify the sensitivity of the cost forecasts to changes in travel volumes related to implementation phases. She developed and directed a major two-phase paper-based survey in cooperation with Greyhound and Amtrak to identify the likely utilization of proposed bus feeder and interline services. She created detailed cost/benefit assessments of policy issues such as dining car versus “trolley” services; reservation versus “walk-on” services; and the implications of work-rule changes and travel time modifications. She developed the “*Equation for Success*” project overview for the MWRRI which, in layman’s terms, explains the relationship between supply-side improvements in infrastructure, train technology, travel time, trip frequency, and reliability, leading to unit-cost decreases and demand-side ridership increases, and project self-sufficiency.

- **Loudoun County Land-Use Planning Forecasts – for the Louis Berger Group.** While with TEMS, Ms. Matherly reviewed current land use plans and demographic forecasts and interviewed planning officials and local developers to develop updated forecasts of Loudoun County growth on a fine zone basis. Loudoun County is one of the fastest growing counties in the United States. Ms. Matherly developed a probability model to distribute forecasted county-wide growth in employment and population to particular zones by year based on the stage of planning and likelihood of completion of land use development plans.
- **Environmental Impact Assessments- for the Pennsylvania Department of Transportation.** While with COMSIS, Ms. Matherly developed a bus emissions spreadsheet model to estimate the reduced emissions that could be expected from the routine replacement of a transit agency’s bus fleet, due to the improved emission standards of the newer buses in the fleet. It was designed as a self-documented tool adaptable to all sizes of transit agencies with varying fleets and acquisition plans, forecasting forward to 2020. Ms. Matherly also conducted cost-benefit analyses of varying environmental strategies proposed by the Philadelphia Stakeholders committee that had been appointed by the governor to address air quality conformity requirements.
- **Transit Budget and Operations Planning -** For Maryland DOT in the WMATA Management Office, served as chair of the staff Jurisdictional Coordinating Committee for the WMATA operating budget for two years; developed innovative budget guidance sensitive to operational cost drivers.

### **Santanu Moitra, Construction Inspection Services Project Manager**

#### **EDUCATION:**

Case Western Reserve University, Cleveland, Ohio, Graduate studies in Civil Engineering 1974/1974.

Birla Institute of Technology, Bihar, India, Bachelor of Science in Civil Engineering 1968.

## PROFESSIONAL EXPERIENCE:

Mr. Moitra is a Construction Project Manager with over 30 years of experience in design, construction management and contract administration. He has been responsible for all phases of private and public sponsored construction activity and has had considerable experience in providing CEI services both as team leader and on individual assignments. He has demonstrated an ability to coordinate positively between owners, contractors and sub-contractors while ensuring that work was performed in accordance with contract standards.

Mr. Moitra also provides constructability reviews of Berger's transportation design efforts. He reviews the design plans at different stages of progress to ensure the constructability of the design; to head off any possible construction problems; and to provide his experience and construction knowledge to provide a efficient and cost effective set of plans.

He has had considerable experience in CPM network development and management, and in coordinating the activities of multiple trades in the execution of work. Mr. Moitra's project experience with the Louis Berger Group includes:

## PROJECT EXPERIENCE:

- **Constructability and Sequence of Construction Reviews** - Mr. Moitra is responsible for the constructability reviews for Berger's Southeast Region design projects. He performs periodic reviews of the design projects to ensure constructability and head off any possible conflicts that may arise during construction. He also assists in the Sequence of Construction Plans to ensure a safe and non-confusing Maintenance of Traffic Plan for the projects.
- **Christiansburg Bypass, Christiansburg Virginia** - The best example of Mr. Moitra's experience with major interchange projects is our Christiansburg Bypass project. This project is a \$160 million construction project for VDOT and Mr. Moitra has provided oversight and quality control for up to 42 inspectors during the peak period and has a constant staff of 37 inspectors. This project was completed in Sept. 2003. A five-year plus construction of three separate construction projects with different contractors. The **I-81 project** is 7 km in length and includes two interchanges, 12 bridges, major MSE retaining walls, sound walls, landscaping, signage, utilities, pave, grade, and drain. The **Christiansburg project** is 4.4 km in length and includes two interchanges, 7 bridges, 14 retaining walls (cast-in-place, soil-nail, MSE), sound walls, landscaping, signage, utilities, pave, grade, and drain. The **Blacksburg project** is 2.8 km in length and includes one interchanges, 12 bridges, 9 retaining walls (cast-in-place, soil-nail, MSE), landscaping, signage, utilities, pave, grade, and drain.
- **Resident Project Manager and Office Engineer** - for VDOT Projects:
  - < Route I-66, Manassas

- < Route 7, Loudoun County
- < Route 7, Falls Church
- < Dulles Toll Road

Mr. Moitra's primary duty was to document that the projects were constructed in accordance with the plans, specifications and contract. To accomplish this, he monitored the Contractor's work regarding schedule, cost and quality. He was responsible for recommending: solutions to problems, corrections for deficiencies encountered, and acceptance or rejection of the work, changes or extras. A major emphasis on these projects was maintenance of traffic and assuring that all operations were planned and conducted in the safest possible manner.

Other project responsibilities included: directing the daily activities of the project inspectors and all project administration; reviewing change orders; maintaining daily logs and reports; reviewing and assessing alternate work methods; and monitoring workmanship and quality.

➤ **Additional DOT project experience - Project Oversight and Management**

Route 58 Jonesville, Lee County

Route 460 Grundy, Buchanan County

Fayetteville Bypass, Fayetteville, NC.

Interstates I-95, I-66, and I-395, traffic management system

Division 10 Construction Inspection Open-ended Contract, North Carolina

Christiansburg Bypass, Town of Christiansburg

**Dana Otto, AICP, Senior Environmental Scientist**

**EDUCATION:**

M.S., Environmental Planning, Florida State University, 1997

B.S., Biology, Florida State University, 1993

**PROFESSIONAL AFFILIATIONS:**

American Institute of Certified Planners, 2000

American Planning Association

National Association of Environmental Professionals

Society of Wetland Scientists

40 Hours Interagency Basic Prescribed Fire Training , Florida

Florida Statewide Wetland Delineation Training

PADI SCUBA Certification

### **PROFESSIONAL EXPERIENCE:**

Ms. Otto has ten years professional experience. She has extensive experience in development planning and general project management pertaining to environmental resources including all phases of regulatory permitting, water quality monitoring, natural resource surveys, threatened and endangered species surveys, compliance audits, erosion and turbidity control plans, review of permitting and enforcement actions undertaken by regulatory agencies, mitigation and restoration planning, and wetland delineation. Her involvement on a variety of projects has afforded her experience in coordinating and negotiating with federal, state, and local regulatory agencies. She is knowledgeable of federal regulatory requirements under NEPA, the Clean Water Act, and the Endangered Species Act, in addition to state and local regulatory and permitting requirements.

### **PROJECT EXPERIENCE:**

- **Environmental Assessment for the Rehabilitation of River Road, Delaware Water Gap National Recreation Area, Pennsylvania.** Project manager for an environmental assessment evaluating the impacts of rehabilitating River Road. River Road, located on the Pennsylvania side of the Delaware Water Gap NRA, dates back to 1744 and is considered to be an important part of the park's historical and cultural landscape. Alternatives to reconstruct this historic roadway include a range of alternatives from full reconstruction with two-lanes to converting the roadway to a one-lane road. As part of this project, facilitated a public scoping meeting with an open house format. Managing a team of experts addressing the following resource areas to be evaluated: geologic and soil resources; soundscapes; floodplains and wetlands; biological resources including vegetation, wildlife and wildlife habitats (including unique habitat), threatened, endangered, and species of special concern, and invasive species; visitor use and experience, historic and cultural resources including archeological resources, prehistoric and historic resources, cultural landscapes, and tribal land use plans or policies; human health and safety; land use; gateway communities, traffic and transportation, socioeconomic resources, and park management and operations. *Client: National Park Service, Denver Service Center, ongoing.*
- **Environmental Assessment for the Rehabilitation of Rock Creek and Potomac Parkway, Rock Creek Park, Washington, DC.** Project manager for an environmental assessment evaluating the impacts of rehabilitating Rock Creek



- and Potomac Parkway, a National Historic Site nominated roadway. Alternatives to reconstruct this historic roadway include a range of alternatives addressing various methods of phasing the construction project. Managing a team of experts addressing a variety of resource areas. *Client: National Park Service, Denver Service Center, ongoing.*
- **Telecommunications Plan and Environmental Assessment, Rock Creek Park, Washington, DC.** As part of the preferred alternative in the 2003 Telecommunications Facilities Environmental Assessment in Rock Creek Park, development of a Telecommunications Siting Plan was proposed. As part of this effort, was responsible for conducting internal scoping with the park and managing the preparation of the internal scoping document. Future efforts for this project will include developing a siting hierarchy to assist Rock Creek Park in evaluating future applications for telecommunications facilities. Other responsibilities for this project include contacting National Park Service units around the country to determine the processes of how telecommunications facilities are permitted in the different units. This information will be used to develop a “tool kit” that provides examples of the format of a telecommunications siting environmental assessment and allow park units to learn from the experience of units that have already sited these types of facilities. *Client: National Park Service, Environmental Quality Division, ongoing.*
  - **National Environmental Policy Act Compliance/Support, New York, Maryland, and Virginia.** Project manager leading the development of three environmental assessments analyzing the impacts of personal watercraft (PWC) use within national parks. EAs and internal and public scoping meeting support were provided for Gateway National Recreation Area in New York and New Jersey, Fire Island National Seashore in New York, and Assateague Island National Seashore in Maryland and Virginia. Managed a team of experts assessing the following resource areas: water quality, air quality, soundscapes, wildlife and wildlife habitat, threatened and endangered species, submerged aquatic vegetation, shoreline vegetation, visitor conflicts and safety, and visitor experience. Also managed the development of a procedural protocol and the sorting and coding of all public comments received by the park units. *Client: National Park Service, ongoing.*
  - **St. Martin’s River Ecosystem Restoration, Maryland.** Project manager overseeing a team of engineers and scientists in the development of an aquatic ecosystem restoration plan under the Section 206 program. This included preparing and facilitating public outreach efforts within the watershed. *Client: U.S. Army Corps of Engineers, Baltimore District, ongoing.*
  - **Regulatory Environmental Compliance Audits, Nationwide.** Project manager and investigator responsible for conducting site assessments to ensure environmental compliance as it relates to natural gas pipeline construction. Evaluated restoration efforts to ensure federal, state, and local permit compliance with environmental specifications. *Client: Federal Energy Regulatory Commission, 1999.*

## **John Stuart, P.E., Civil Engineer**

### **EDUCATION:**

BSCE, 1985, Civil Engineering

### **PROFESSIONAL REGISTRATIONS:**

Registered Professional Engineer in VA, NC, WV, SC

### **PROFESSIONAL EXPERIENCE:**

Mr. Stuart is a project manager with fifteen years of experience in designing and managing civil engineering projects. His engineering experience includes developing complete civil design plans, specifications and estimates, hydrology and hydraulic design, stormwater management design, and associated construction phasing. Mr. Stuart is experienced in construction practices, having administered the contracts and construction inspection on large civil projects. He is certified as a Combined Administrator for Erosion and Sediment Control by the Virginia DCR and knowledgeable of state Solid Waste Management and water quality requirements and regulations. Mr. Stuart recently completed training in Natural Stream Mitigation and Restoration (Phase I) with West Virginia University.

### **PROJECT EXPERIENCE:**

- **Southern Collector, Purcellville, Virginia.** Project Manager responsible for the complete turnkey project, including development of the environmental assessment (NEPA Document), traffic study, civil design and construction inspection. This project includes hydraulic and stormwater management design, stream and wetlands impact permitting and mitigation coordination with USACE.
- **Norfolk International Terminal, Virginia.** Project engineer responsible for developing the conceptual civil and site design for the reconstruction of the 300-acre south terminal. Developed the concept design of a unique stormwater detention basin for use under the proposed wharf extension that provides full compliance with state environmental regulations.
- **Erosion and Sediment Control Plans, Second Creek Wetland Mitigation Bank, North Carolina.** Developed erosion and sediment control plans for the North Carolina Department of Transportation Project Development & Environmental Analysis Branch. Berger is under contract to identify, design, construct and manage for five years the Second Creek Wetland Mitigation Bank.
- **Craney Island Expansion, Virginia Port Authority, Portsmouth, Virginia.** Project engineer responsible for investigating and developing alternatives for the expansion of the Craney Island Dredge Material Management Area. Participated in a study by the U.S. Army Corps of Engineers, Norfolk District, on the feasibility of developing a new 600-acre container facility while providing additional capacity for dredge material.

- **West Creek, Goochland County, Virginia.** Project manager responsible for contract administration and construction inspection of all infrastructure improvements including a three mile 4-lane limited access highway, 40-acre lake and dam, wastewater pumping station, master water meter vault, 600,000-gallon elevated water storage tank and other utilities to service the area.
- **Royster-Clark, Inc., Tarboro, North Carolina.** Project manager responsible for development of design alternatives for providing catastrophic containment at the Royster-Clark warehouse facility in which hazardous materials were stored. Developed preliminary design plans and cost estimates for alternatives to reduce potential for contaminated run-off from entering a nearby waterway.
- **Afghanistan Reconstruction Group Base Facility, Kabul, Afghanistan.** Civil design for the construction of a 12-acre compound providing living quarters, office and warehouse facilities for over 200 personnel including complete on-site water and sewer service. Designed the site storm sewer and stormwater management system using infiltration trenches allowing for collection and infiltration of the site drainage back into the groundwater.

## **Infrastructure Corporation of America**

*Mr. Shane Parker P.E.*, who currently serves as Regional Manager for Virginia and Texas areas, will be the Project Manager for this project. Mr. Parker was recently promoted from the position of Corporate Work Plans Manager, where he provided administrative oversight of all project budgets and implementation; continuing improvement and quality assurance of operational policies and procedures; and direct support of individual project management teams

*Mr. Troy Dover P.E.*, ICA's Director of Operations, is responsible for all field operations and works hand-in-hand with the Regional Manager to achieve the desired results. Mr. Dover will be the principle officer responsible for the planning, policies, and administration of this project. He will coordinate all program systems, be responsible for policy implementation and will oversee maintenance planning and implementation. He has the authority to commit ICA's resources in policy matters. Mr. Dover will provide training programs to ICA employees and contractors on safety, traffic control, emergency response, and contract administration.

***ICA's reputation as a premier provider of asset management services will ensure that the Dulles Toll Road is maintained to the highest standards.***

Mr. Dover has more than twelve years of progressive contract administration and project management experience in highway system maintenance, highway system construction and private development. Prior to joining ICA, Mr. Dover served as the Director of Construction Services for a North Carolina based engineering firm where he provided construction management and design consultation for large public and private projects. He also held several construction and maintenance operation positions with the North Carolina Department of Transportation. Mr. Dover was a District, Resident, County Maintenance and Assistant Resident Engineer in the Raleigh/Durham area while with the

North Carolina Department of Transportation. These positions provided Mr. Dover with a wide variety of contract administration and project management experiences in the highway system maintenance and construction areas.

Mr. Ken M. McEntire, P.E., Senior Operations Director is the architect of ICA's operations system; he will provide direction in areas of policy. Mr. McEntire has more than two decades of program management experience, including maintenance program design, maintenance management systems analysis, resource allocation, project development and construction management. Prior to joining ICA, Mr. McEntire served as Operations Manager for the contractor's State of Virginia asset management program and developed key policies, which are being successfully implemented. He served 13 years with the North Carolina Department of Transportation in both roadway design and field operations. His last position was as District Engineer in one of the most urbanized and fast growing areas in the state, Raleigh-Durham

#### *CURRENT ICA PROJECTS*

##### **Roadway Asset Management Project I-64**

**Client: Virginia Department of Transportation**

**4451 Ironbound Road**

**Williamsburg, Virginia**

**VDOT Project Manager: Jim Brewer – 757-253-4832**

**Project Summary:** ICA maintains over 67 centerline miles of Interstate 64 from Richmond to Norfolk, Virginia. These segments traverse two VDOT districts. The project scope includes all routine maintenance associated with the roadway and its related assets. The project segments serve as a major tourist route leading to the Virginia coastline and pass through the urban areas of Norfolk. ICA's Three-year contract with VDOT is all encompassing. Everything from litter removal and guardrail repair to emergency/incident response and snow removal is ICA's responsibility. Contract Value: \$14.6 Million. Contract Term: 3 Years.

##### **Structures Asset Management Project – Districts 1 & 7**

**Client: Florida Department of Transportation**

**2916 Leslie Road - Tampa, FL 33619**

**FDOT Project Manager: Pepe Garcia – 813-744-6050**

**Project Summary:** This contract includes the inspection, operation, and maintenance of all of the state-owned and maintained bridges in 16 counties. Through this is a six year \$72 million contract, ICA maintains over 1800 fixed bridges, 25 moveable bridges, and inspects over 3200 structures.

##### **Skyway Bridge Asset Management Project**

**Client: Florida Department of Transportation**

**2916 Leslie Road – Tampa FL 33619**

**FDOT Project Manager: Pepe Garcia – 813-744-6050**

**Project Summary:** ICA provides complete asset management maintenance and inspection services to the Florida Department of Transportation on the Sunshine Skyway Bridge spanning the Tampa Bay. Soaring 175 ft above the water and at over 21,000 ft in length, the Skyway is the world's longest concrete cable stayed bridge and truly one of the engineering wonders of the world. ICA's six-year all encompassing multi-million dollar contract is for one of Florida's most high profile assets.

Some of the services provided by ICA for the bridge include regular inspection; vegetation control and removal; drainage systems maintenance; miscellaneous concrete repairs; navigational lighting maintenance; and debris removal.

#### **Roadway Asset Management Project**

**Client: Florida Department of Transportation**

**801 North Broadway Avenue - Bartow, FL 33863**

**FDOT Project Manager: David Mills – 863-519-2323**

**Project Summary:** ICA currently maintains two large segments of I-75 encompassing over 250 centerline miles. These segments traverse seven counties and five FDOT districts. The project scope includes all routine maintenance associated with the roadway and its related assets. The project segments serve as major interstate corridors through the urban areas of Tampa, Naples and Ft. Lauderdale/Miami. ICA's seven-year contract with the FDOT is all-encompassing. Everything from litter removal and guardrail repair to rest area maintenance, emergency/ incident response and bridge inspection is ICA's responsibility.

#### **Rest Area Asset Management Project**

**Client: Florida Department of Transportation**

**45 North Park Street - De Funiak Springs, FL 32433**

**FDOT Project Manager: Tom Rodgers – 850-951-0520**

**Project Summary:** ICA provides total asset maintenance services on all of the welcome center, rest area and weigh station facilities located in District Three. This contract plus an identically scoped contract in District Two, along with ICA's other existing rest area work on I-75, make ICA the largest provider of both building and roadway asset management services in the state. ICA currently maintains over 70% of the rest areas and welcome centers in the state.

#### **Roadway/Facilities Asset Management Project**

**Client: Orlando Orange County Expressway Authority**

**525 South Magnolia Avenue - Orlando, FL 32801-4414**

**OOCEA COO: Calvin Landers – 407-316-3800**

**Project Summary:** ICA performs two contracts with the OOCEA to maintain approximately 250 lane miles of their system and to provide total maintenance services for 40 ramp plazas and 10 mainline plazas. Under these contracts, all of the routine and

ordinary maintenance activities associated with the roadway, bridge and toll facilities are the responsibility of ICA. This project covers the Bee Line Expressway, the Central Florida Greene Way and the East-West Expressway in the Orlando area.

**Roadway Asset Management Project**

**Client: Florida Turnpike Enterprise - Turkey Lake Service Plaza**

**Florida's Turnpike Headquarters - Ocoee, Florida 34761**

**Contact Person: Christopher Warren – 407-532-3999**

**Project Summary:** ICA provides asset maintenance services for approximately 81 centerline miles of Florida's Turnpike (Polk Pkwy / Veterans Expressway/ Suncoast Pkwy) running through Hillsborough, Pasco, Hernando and Polk Counties in the Tampa Bay Area. A seven-year contract totaling \$17.8 million, the maintenance on this project includes all routine maintenance of roadway and structures fence to fence, with the exception of facilities. The roads included in this contract are Polk Parkway, Suncoast Parkway and the Veterans Expressway.

**Roadway Asset Management Project**

**Client: Florida Department of Transportation D-6**

**1000 Northwest 1111 Avenue - Miami, FL 33172**

**Contact Person: Jesus Valderrama – 305-470-5347**

**Project Summary:** ICA began the maintenance of I-95, I-395 in District 6 encompassing over 350 lane miles in June 2005. The project is all encompassing and represents some of the highest capacity routes in Florida. The project scope includes all routine maintenance associated with the roadway and its related assets. The project segments serve as major interstate corridors through the urban areas of Miami area. ICA's Seven-year contract with the FDOT is all-encompassing. Everything from litter removal and guardrail repair to emergency/ incident response and bridge inspection and repair is ICA's responsibility. Contract value \$31.3 Million over 7 years

**Roadway Asset Management Project**

**Client: Texas Department of Transportation**

**4615 NW Loop 410**

**San Antonio, Texas 78229**

**TXDOT Project Manager: Larry Sjalín – 210-623-4431**

**Project Summary:** ICA maintains 261 centerline miles of Interstate and primary roads in the San Antonio District. The project scope includes routine maintenance of all roadside asset features including signs, mowing, herbicide control, guardrail, attenuators, sweeping, roadside drainage, litter and debris removal. The segments include Interstates I-10, I-35, I-410, I-37 and other primary roads in Bexar County, Texas. This three year contract includes two renewal periods. Contract Value: \$14.4 Million. Contract Term: 3 Years

## Cofiroute USA

**Jon Ramirez, Senior Vice President**

### EDUCATION:

M.B.A. Organizational Management, University of Phoenix  
B.S. Finance and Marketing, California State University, Long Beach

### PROFESSIONAL EXPERIENCE:

A recognized toll operations, value pricing and systems management expert who is highly respected among transportation professionals nationwide. While affiliated with CPTC, and subsequently with Cofiroute USA, Mr. Ramirez has been the executive in charge of the 91 Express Lanes' daily operations. In addition, he led the development and maintenance of the 91 Express Lanes internationally acclaimed value pricing program, electronic toll collection system, and technology leading Traffic Operations Center. Also, Mr. Ramirez has managed the 91 Express Lanes' 24-hour Customer Assistance Patrol fleet, supervised CPTC's electronic toll collection system vendors, and administered the company's interoperability, roadway maintenance, law enforcement and capital projects programs. Mr. Ramirez is currently the executive in charge of MnPass' daily operations. In addition, he is tasked with providing technical oversight for roadway and office systems.

***Cofiroute's HOT Lanes and variable pricing expertise is unparalleled. They understand how to operate a project as complex as the Dulles Toll Road.***

Mr. Ramirez served as Deputy Director of Operations for the Transportation Corridor Agencies (TCA). He managed TCA's policy setting and management oversight function for its electronic toll collection systems. In addition to managing capital projects, he was instrumental in establishing quality assurance oversight for Customer Service Center function, and developed and maintained the world's first non-toll collection application for radio frequency technology. Mr. Ramirez also implemented innovative audit procedures for TCA's Customer Service Center functions. He is also a member of the Mobility Project Advisory Board for the Reason Foundation, a Los Angeles based transportation policy research organization.

### PROJECT EXPERIENCE:

#### 91 Express Lanes, California



Cofiroute USA was part of the consortium that financed (\$145M) and developed the world's first fully-automated toll road and the first application of value pricing, a concept now used worldwide to manage congestion on urban motorways. The 91 Express Lanes is a four-lane, 10-mile toll road built in the median



of California's Riverside Freeway (State Route 91). Today, Cofiroute serves as the operator on behalf of the Orange County Transportation Authority (OCTA) (as part of a \$208M purchase in 2003) for management, roadway and traffic operations, toll collection, violation processing, customer services, systems maintenance, marketing and financial management. Transportation officials from 26 countries and 23 states have toured this facility. It is the most referenced, most influential toll facility in the world. Currently, it averages over 40,000 daily transactions and delivers \$40M in revenues to OCTA. Cofiroute USA provides the above services under a 5-year (3-year plus 2 one year options), \$30M fixed price, turnkey contract. The company recently won the contract to operate the facility for another nine years.

### **MnPass I-394 HOT Lanes, Minnesota**



Cofiroute USA is a member of a consortium that was chosen by the Minnesota Department of Transportation (Mn/DOT), thru a competitive bid process, to implement the first conversion of high-occupancy vehicle lanes (HOV) to express high occupancy toll (HOT) lanes under a public-private partnership. HOT lanes help manage traffic congestion by allowing single-occupant drivers to pay a user fee for use of HOV lanes. The MnPass Cofiroute USA Customer Service Center (CSC) opened successfully on April 11, 2005 with the lanes opening on May



16, 2005. Cofiroute USA designed and implemented the CSC, network infrastructure, and back-office systems. This implementation contract was valued at \$2.2M. Cofiroute USA, under a 5-year, approximately, \$6.5M cost plus contract, operates the service center, along with providing technical oversight on all roadway and back-office systems. Additionally, Cofiroute USA works closely with Mn/DOT to monitor the performance of the HOT Lanes due to Mn/DOT electing to implement a Dynamic Pricing mechanism to adjust and maintain free-flow conditions. This dynamic pricing solution was developed by Cofiroute USA, along with its MnPass partners, to provide state of the industry pricing solutions for Mn/DOT. The MnPass HOT Lanes average 4,000 daily transactions, based on its 6 months of operation. It is anticipated that the daily transactions will average about 5,000 vehicles a day and \$2M in annual revenue. The capacity of the system is restrained by Level of Service C which is not to exceed 26 vehicles per minute as set forth by Federal Highway requirements.

## **TransCore**

**Daniel K. Papiernik, Vice-President and Southeast Regional Manager**

### **EDUCATION:**

M.S., Information Systems, George Mason University, Virginia, 1994  
B.A., Geography, Shippensburg University of Pennsylvania, 1985



**PROJECT EXPERIENCE:**

Mr. Papiernik has twenty years of successful, hands-on, technology-lead, program management and business management experience in systems adaptation and integration including analysis, design, implementation, testing, operations and maintenance of sensor-based, data processing systems developed for both private industry and government organizations at federal, state and local levels.

Mr. Papiernik is responsible for TransCore's Southeast Revenue Management Services Operation. Over the past six years Mr. Papiernik has overseen a two-fold increase in revenues from operations. Most of this increase has resulted from the development of innovative solutions for customers within the toll industry. Mr. Papiernik has overseen several projects including the integration of the Virginia's Smart Tag program with E-ZPass, the introduction of a new, battery-free, lower-cost RFID transponder for the State Road and Tollway Authority in Georgia and several technology and systems upgrades in Virginia, South Carolina and West Virginia. He continues to be actively involved in projects and has an avid interest in the application of newer technologies for advanced toll collection. He has presented papers and participated in discussions at several forums including Transportation Research Board's meetings, NATMEC, IBTTA and at an open-house and workshop at the University of Virginia.

**Don Cohrs, Deputy Regional Manager****EDUCATION:**

A.A., Business Administration, County College of Morris, New Jersey  
A.A., Computer Technology, Brick Institute of Computer Science

**PROJECT EXPERIENCE:**

Mr. Cohrs has more than 15 years' experience designing, installing, servicing, and supporting large-scale DEC VAX and PDP/11 computer systems in computers and transportation. His first-hand experience includes computers, communications networks, automatic coin machines, AVI systems, and toll road operations.

As area manager, Mr. Cohrs is responsible for installing and integrating toll collection systems at several projects in Virginia, including the Dulles Greenway, Dulles Toll Road, George P. Coleman Memorial Bridge, and the Powhite Parkway, as well as the Tobin Memorial Bridge in Boston and Orlando-Orange County Expressway in Florida. He manages the maintenance of TransCore's Virginia projects. He oversaw the setup and handles maintenance of two customer service centers in Virginia. He has worked on similar projects in Illinois, New York, and New Jersey. Mr. Cohrs maintains relationships with hundreds of toll service personnel and component parts groups. His

equipment experience includes all toll collection lane equipment and designing and installing several communication systems.

Prior to joining TransCore, Mr. Cohrs served as hardware technical manager, national service manager, and senior service technician. His responsibilities included integrating and installing 8-lane barrier interchange with dual VAX processors, Mitsubishi toll collection equipment, and a 14-lane barrier interchange with AVI express lanes and dual VAX processors. He also managed a service staff of 15 technicians, manage the development of large-scale systems shipped worldwide, maintained the highest guaranteed up-time service availability of any vendor in the industry, and served as installation manager for the Mon Valley/Fayette Expressway project, the Pennsylvania Turnpike, and the E-470 Expressway in Denver.

### **TRANSCORE EXPERIENCE:**

TransCore is a transportation services company with 1,800 employees and more than 80 locations globally. TransCore's involvement in toll collection systems can be traced back to the 1930s when predecessor companies Taller and Cooper and Radiation Engineering Services were hired to supply lane equipment for the Holland Tunnel in New York and maintain the Pennsylvania Turnpike's communication equipment, respectively. Radiation Engineering Services evolved into Syntonic and was acquired by Science Application International Corporation (SAIC) in 1994. Since 1999, TransCore has acquired best-in-industry companies to better serve a growing range of clients:

***TransCore's experience  
in the design,  
implementation, and  
maintenance of toll  
collection systems  
throughout the U.S. is  
second to none in the toll  
industry.***

- ***American Traffic Systems*** — Violation enforcement systems for revenue collection, compliance, and law enforcement
- ***Amtech Transportation Systems Group*** — Radio frequency identification equipment design and manufacture (ISO 9001 certified), software, systems integration, transaction processing, and maintenance for the toll, airport, parking, security access, rail, and intermodal markets
- ***DAT Services*** — Business-to-business e-commerce and commercial freight exchange solutions supported by a dedicated customer service center, as well as Internet-based and on-the-road services
- ***Keypoint Software*** — Transportation management systems and software development of trucking and logistics software applications and Internet transportation solutions
- ***Link Logistics*** — Reliable, easy-to-use electronic tools and personal customer service center support for accessing available freight and equipment, credit reports, insurance, operating authorities, and mileage; load and equipment matching software; dispatch management software; satellite tracking equipment; and mileage software

- **Vistar** — Design, development and manufacturing of wireless satellite-based data communication products and services; asset tracking, management and monitoring systems

In 2004, TransCore became part of the Roper Industries, Inc. family. Roper's strength as a corporate parent will allow TransCore to focus on delivering value propositions to its customers, such as the deployment and advancement of our next-generation RFID tags, multi-protocol readers, and satellite communications products for security and asset-tracking applications. This combination of resources will ensure the continuation of TransCore's tradition of research and innovation to better serve its customers and drive market expansion.

TransCore is the largest global manufacturer of transportation-based RFID products and is the only manufacturer to offer both major wireless technologies—RFID and satellite-based communications—in a comprehensive suite of transportation, fleet management, homeland security, and supply chain products. TransCore's markets include:

- Electronic toll collection and enforcement
- Traffic information and management
- Parking and security access
- Customer service and violation processing center systems and operations
- Airport ground transportation management
- Rail and intermodal asset tracking systems
- Asset tracking, management, and monitoring
- Fleet management and freight logistics
- Electronic vehicle registration
- mCommerce Pay by Tag
- Homeland Security

The following are of some of the customers for whom TransCore has provided systems and services similar to that anticipated for the Dulles Toll Road Project.

#### **Delaware Department of Transportation**

**Period of Performance:** September 2003 to July 2004, operations ongoing

**Contract Value:** \$36 million

TransCore developed and operates the Delaware E-ZPass Customer Service and Violation Processing Center. This center is the first in the industry to provide service on a 24/7 basis with access to a live operator at a toll-free number as well as online information and account management, e-mail correspondence, and in-person service. This innovative customer service-focused project was recently honored with two awards: the Best of ITS 2005 Award from the Intelligent Transportation Society of America (ITS America) and the Toll Innovation and

***"TransCore provides the type of customized, highly responsive approach required for our program."***

— P.J. Wilkins,  
Toll Operations Administrator  
for DelDOT

Excellence Award in the customer service category by the International Bridge Tunnel and Turnpike Association (IBTTA).

At operations start-up, the TransCore team planned and implemented the industry's first complete account and transponder migration, distributing more than 118,000 transponders in 8 days. Today, TransCore serves 96,000 accounts and process all of Delaware Department of Transportation's violations. The tight integration of violations processing and customer service allows customers to resolve a violation and receive the necessary customer service all in one call.



- Supports three remote walk-in centers at the DelDOT toll plazas, each offering full CSC services 24/7
- Supports interoperability and reciprocity with the IAG member agencies
- Specialized support for commercial and non-revenue accounts and membership-required discount programs.
- Supports patrons in opening an account by phone, mail, fax, walk-in, or the Internet
- Capability to distribute tags and process transactions (e.g., deposits, payments, and account prepayments)
- Capability to automatically replenish accounts using a credit card clearinghouse interface
- Capability to generate customer statements both on demand or at monthly intervals
- Design and distribute publicity materials, including brochures and customer application forms
- Violations processing center sends v-tolls to both home and away toll agencies
- Direct interface with four vehicle registries and others via a third-party vendor to identify violators

#### **Massachusetts Turnpike Authority**

**Period of Performance:** February 1998 thru December 2014, ongoing operations

**Contract Value:** System = \$16 million; Services = \$120 million over 10-year term

TransCore provided the FAST LANE® ETC system from Boston to New York with 25 plazas consisting of 243 toll lanes, including 108 ETC lanes with automatic vehicle classification and a violation imaging system. In addition, TransCore provides 10 years of system maintenance, training, and customer service and violation processing center operations.

FAST LANE is the MTA's E-ZPass electronic toll collection system. More than 769,000 transponders are linked to a FAST LANE account, and the

When fire destroyed the Auburn CSC, TransCore was ready. TransCore's distributed networks and off-site backup systems enabled TransCore to continue operations at the Southborough disaster recovery site that same day without any loss of data or revenue. TransCore also provided temporary facilities at the original location, allowing operations to resume onsite within one week.

system now accounts for more than 50% of all toll transactions on the Turnpike. TransCore's trained staff manages the main CSC and three satellite centers and reviews images, processes violations, manages accounts, and provides customer service to an exacting set of performance metrics. In addition to technical enhancements, TransCore has helped MTA improve customer service by implementing a rigorous customer service training program and expanding morning hours at satellite CSCs serving commuter patrons. All design, testing, and system integration efforts were completed on time, to spec, and within budget.

*Key Project Components:*

- FAST LANE toll revenue management for two different toll authorities—MTA and the Massachusetts Port Authority (Massport)
- Support for interoperability and reciprocity with the IAG member agencies
- Manage violations processing, including posting v-tolls for both home and away toll agencies; manage the interface with Registry of Motor Vehicles and the MTA adjudication process
- During start of operations, TransCore migrated the existing "MassPass" customers from a previous vendor to FAST LANE, including both account and transponder transitions
- Support for an extensive commercial accounts program
- Support for a companion accounts program
- Operation of three remote full-service walk-in centers
- Interactive voice response system that currently handles 60+ percent of the calls to the CSC
- Support for the MTA frequent user incentive program, as well as several residential discount programs and a carpool program
- Support for patrons to open an account by phone, mail, fax, walk-in, or the Internet
- Host computer that processes ETC transactions received from lanes, provides tracking and financial reports, and sends account status updates to the lanes
- Capability to distribute tags and process transactions (e.g., deposits, payments, and account prepayments)
- Capability to automatically replenish accounts using a credit card clearinghouse interface
- Capability to generate customer statements, both on-demand or at monthly intervals
- Design and distribute publicity materials, including brochures and customer application forms

**Virginia Department of Transportation**

**Period of Performance:** April 1995 to December 2005 Operations ongoing

**Contract Value:** \$ 18,000,000 (includes \$9 million design and installation, \$1 million per year for operations); IAG Transition – \$2.6 million

TransCore, in conjunction with Castle Rock Consultants, provides supervisory and direct technical support for the operation of the Smart Tag™ customer service center (STCSC). The STCSC is the statewide ETC clearinghouse for all roads equipped with ETC technology in Virginia and processes over 127 million transactions annually. The STCSC has 347,000 active accounts and seven toll facilities, including the Dulles Toll Road, Dulles Greenway, Richmond Metropolitan Authority (Powhite Parkway, Downtown Expressway), Powhite Parkway Extension, Chesapeake Expressway, Pocahontas Parkway, and the George P. Coleman Memorial Bridge. In addition to the main service center facility in Reston Virginia, the STCSC has two satellite customer service walk-in offices in Richmond and Gloucester.

A 24-hour customer service line is available to Smart Tag patrons, as are customized summary and quarterly account statements. Over ten million electronic toll transactions per month are Smart Tag transactions, and more than half a million active Smart Tags are on Virginia's roads today. Now a member of the Inter-agency Group (IAG), Smart Tag customers may pay their tolls electronically in 10 other states using the same account and transponder.

TransCore originally designed the STCSC to support 60 client workstations and a single server computer. However, TransCore modernized the STCSC as it migrated away from its original 1996 configuration to an upgraded Windows NT-based system in June 2001. Having acquired a new redundant server, statement server, and a report server running on Windows NT, TransCore upgraded to Oracle 8i and configured the hardware and software to support TCP/IP protocols. At that point, TransCore worked to ensure that all of the integral toll plazas (Chesapeake, Coleman Bridge, Dulles Toll Road, etc.) communicated with the service center, while the service center continued to communicate with TransCore's San Diego Technology Delivery Center. Along with the successful data migration effort from the old to the upgraded system, TransCore completed installation of its application and associated database on VDOT's server and set up training programs for end-users at the STCSC. All installation, integration and testing was to VDOT's specifications. The STCSC is now under a period of TransCore-maintenance and warranty.

*The project includes:*

- Smart Tag™ toll revenue management for seven different toll authorities
- Support for interoperability and reciprocity with the IAG member agencies
- An interactive voice response system which currently handles 53% of the calls to the service center
- Support for the Dulles Greenway's and the Chesapeake Expressway's frequent user incentive program
- Support for patrons to open an account by phone, mail, fax, walk-in, or the Internet
- Support for the violations processing efforts of the other roadways
- A host computer to process ETC transactions received from lanes, provide tracking and financial reports, and send account status updates to the lanes on all seven toll facilities



- Capability to distribute tags and process transactions (e.g., deposits, payments, and account prepayments)
- Capability to automatically replenish accounts using a credit card clearinghouse interface
- Design and distribution of publicity materials, including brochures and customer application forms
- Capability to generate customer statements both on demand or at monthly or quarterly intervals

**Puerto Rico Highways and Transportation Authority**

**Period of Performance:** March 2003 to early 2004 (initial site installation);  
Estimated completion date for current project = September 2005.

**Contract Value:** Installation and operations exceed \$25 million; \$7.5 million in change orders

TransCore developed and operates the AutoExpreso customer service and violation processing center. The AutoExpreso program supports a 35-seat call center, a walk-in service center staffed with six customer service representatives, five satellite point-of-sale (POS) locations at the major PRHTA toll plazas with expanded morning and evening hours to serve commuter patrons at peak times.

The AutoExpreso program is currently processing an average of 113,700 toll transactions daily and has distributed over 230,000 tags for a total of 198,000 accounts since its opening.

***"TransCore's performance has been crucial to making our AutoExpreso system a success"***

- Luis Alberto Sánchez Ruiz, PE  
Special Assistant to the Executive Director

- First center in the industry to deploy the eGo sticker tag technology in 11 plazas and 39 lanes and implement innovative methods for enhancing tag distribution in a largely cash economy
- TransCore's trained staff manages the main CSC/VPC, as well as five remote enrollment centers equipped with POS terminals, reviews images, processes violations, manages accounts, and provides customer service to an exacting set of performance metrics
- Fully bilingual staff in both CSC and VPC
- Supports patrons in opening an account by phone, mail, fax, walk-in, POS terminal, or the Internet
- Interactive voice response system handles more than 45% of the calls to the CSC
- Host computer processes ETC transactions received from lanes, provides traffic and financial reports, and sends account status updates to the lanes near real time
- Dual language customer and Authority applications and overall program literature
- First center in the industry to implement the reverse debit and anonymous account concept providing the ability to get activated transponders into customer's hands as quickly as possible, while maintaining security and auditability requirements

- TransCore has developed the concept of “reverse debit” transactions to enable cash replenishment at any participating POS location by means of a magnetic stripe card. This card is distributed together with every transponder so customers can replenish their AutoExpreso account with cash, ATM card, or credit card. The magnetically encoded card contains the customer’s account identifier and operates as a reverse debit card. The participating merchant – currently 120 Texaco gas stations – receives cash from the customer, and the POS device issues a receipt for each transaction. The processing of the card debits the merchant’s account and transfers the funds and account identification information to the CSC for purposes of updating the customer account. Since no electronic money is stored in the card or in the tag, lost cards do not present a risk to customers any greater than the loss of a prepaid phone card.



- Anonymous accounts can be easily converted to an identified account. Identified accounts allow the customer to replenish the account by any means that the customer chooses – credit card, continued use of the AutoExpreso card, and soon, via automated clearing house (ACH).
- Violations on anonymous accounts are treated as toll violations, since no link to a customer or a license plate exists.
- Capability to distribute tags literally to hundreds of retail outlets in a starter package for rapid and efficient deployment and process account pre-payment transactions. These retail kits contain a tag and magnetic stripe card assigned to an account that is ready to accept a deposit and a pre-paid account balance amount. The consumer package includes detailed instructions, tag installation guides, and usage guidelines, CSC telephone numbers, and information for accessing account information.
- Tag kits are distributed to the authorized Texaco retail outlets for sale. Customers only have to make an initial deposit to activate the AutoExpreso account, install the tag, and start using it. Customers can then continue replenishing the account with cash and their AutoExpreso card at participating POS locations each time a predetermined low balance level is reached.
- Capability to automatically replenish accounts using a credit card clearinghouse interface
- Capability to generate customer statements, both on-demand or at monthly intervals and made available to customers at no charge if accessed through the customer Web site
- Direct interface with the PR Department of Transportation and Public Works vehicle registry to identify violators and speeders
- Violations processing center sends v-tolls for customers with identified accounts when a license plate match is found in the CSC

TransCore’s Forte Maintenance Management System (FMMS) provides an automated method of creating, updating, tracking, and reporting failures and preventive



maintenance activities for both the lane and plaza equipment. Through its alarm and work order features, the FMMS addresses three areas of maintenance: predictive, preventive, and corrective.

### **Pennsylvania Turnpike Commission**

**Period of Performance:** Radio communications maintenance January 1988 to present  
Toll operations and maintenance from March 1990 to present

**Contract Value:** Total value \$16.2 million annually

TransCore has maintained the Commission's communication equipment since 1938, which includes these systems: closed circuit television, fuel management, telephones, tunnel ventilation, microwave radio sites, mobile radios, and telecommunications. Contract value is \$2.6 million annually.

TransCore designed, implemented, and currently operates and maintains a fare collection system using *E-ZPass* technology. As part of the *E-ZPass* system, TransCore designed,

TransCore has continuously maintained the Pennsylvania Turnpike Commission's systems since 1938.

built, and operates the Commission's customer service center and violations processing center in Harrisburg by TransCore staff. This service center handles approximately 408,000 accounts and processes 5 million ETC transactions per month. The toll maintenance contract is \$7.8 million annually and the CSC/VPC contract value is \$5.8 million per year. Key service center

project components include:

- *E-ZPass* toll revenue management and support for IAG interoperability and reciprocity
- Violations processing that includes an interface with the Department of Motor Vehicles and PTC appeals process
- Support for an extensive commercial accounts program
- Interactive voice response system that handles between 22% and 34% of the calls to the service center
- CSC support for patrons to open an account by phone, mail, fax, walk-in, or via Internet – accounts opened over the Web account for more than 66% of the new accounts
- Host computer to process AVI transactions received from lanes, provide tracking and financial reports, audit system, and send account status updates to the lanes
- Tag distribution and transaction processing with manual and automatic account replenishment and customer statement provision
- All work is performed on time and within budget

### **McGuireWoods Consulting, LLC**

## **Christopher D. Lloyd, Senior Vice President**

### **EDUCATION:**

College of William and Mary, Bachelor of Arts, 1993

### **PROFESSIONAL EXPERIENCE:**

Chris Lloyd served for nearly five years in the Office of the Secretary of Commerce and Trade under Virginia Governors Allen and Wilder, including service as the Assistant Secretary for policy. In this position, he was responsible for legislative, budgetary, and regulatory coordination and development for the fifteen agencies within that Secretariat which oversees the state's economic development marketing, workforce training and business assistance programs.

Chris leads the McGuireWoods Consulting business expansion team where he specializes in incentives negotiations, financing programs, and contact with state agencies on behalf of the group's clients. He also assists with the organization's public and government relations teams. Chris has also worked closely with clients on numerous public-private partnership projects for transportation and other infrastructure as well as playing a leading role in the development and passage of the Public-Private Education Facilities and Infrastructure Act of 2002 (PPEA), and the overhaul of the Public-Private Transportation Act (PPTA) during the 2005 General Assembly session. As a result of this work, and similar efforts on public-private partnerships for transportation, Mr. Lloyd has been featured at meetings of the National Association of Counties, the National Council for Public-Private Partnerships, and the American Road and Transportation Builders Association.

## **Frank Atkinson, Chairman**

### **EDUCATION:**

University of Virginia School of Law, Charlottesville, Virginia, J.D., 1982 Honors: Order of the Coif, Law Review: *Virginia Law Review*

University of Richmond, Richmond, Virginia, B.A., 1979, *summa cum laude*

### **PROFESSIONAL EXPERIENCE:**

Frank Atkinson is chairman of McGuireWoods Consulting LLC and a partner in McGuireWoods LLP. His practice focuses on state and local government relations, economic development, privatization and public-private partnerships, education, and elections and voting rights. He also has extensive experience as an attorney in the areas of constitutional, election and education law and commercial and constitutional litigation.

In 1994-1996, Frank served in the Cabinet of former Virginia Governor George Allen as Counselor and Director of Policy, and played a leadership role in the Allen administration's successful policy initiatives in the areas of criminal justice, welfare reform, education, economic development, and regulatory reform. During President Reagan's administration, he served as Deputy Chief of Staff to the U.S. Attorney General and in other Justice Department posts. A frequent lecturer at Virginia colleges and universities, he is the author of *The Dynamic Dominion* (1992), a primary text for university-level courses on Virginia government and politics.

**Tracy Baynard, Vice President**

**EDUCATION:**

College of William and Mary, Bachelor of Arts, 1983

**PROFESSIONAL EXPERIENCE:**

Tracy Baynard served at The Greater Washington Board of Trade prior to joining McGuireWoods Consulting, most recently as director of the Board's lobbying efforts at the Virginia General Assembly. Over her twelve-year tenure at the Board of Trade she managed policy development and implementation strategies on transportation, tax, technology, land use, workforce development and economic development matters. Her work included advocacy before state and local elected officials and agencies and management of the Board of Trade's Virginia Political Action Committee. She serves as director of business expansion/relocation and government relations services for the Greater Washington region

**Tyler Bishop, Vice President**

**EDUCATION:**

Wake Forest University, Bachelor of Arts, 1998

**PROFESSIONAL EXPERIENCE:**

Tyler Bishop is a Vice President in the Strategic Communications Department. Tyler provides strategic counseling on a wide variety of public policy issues. He has managed communications and crisis and reputation management initiatives for corporate and non-profit clients and helped institutions design and implement public affairs advertising campaigns.

Tyler joined McGuireWoods Consulting in 1998 after working for a DC public affairs firm. He recently returned to McGuireWoods Consulting after serving in Virginia Governor Mark Warner's Administration as Assistant Secretary of Transportation where he dealt with communications and policy issues.

Tyler has also been active in local and statewide political campaigns, most recently serving as deputy campaign manager for Whitt Clement's race for Attorney General in 2001.

### **L.F. Payne, President and Chief Executive Officer**

#### **EDUCATION:**

Darden School of Business, University of Virginia, M.B.A., 1973

Virginia Military Institute, B.S. in Civil Engineering, 1967

#### **PROFESSIONAL EXPERIENCE:**

L. F. Payne is businessman who served in the U.S. House of Representatives from 1988 until 1997, representing Virginia's 5th Congressional District. He was one of the founders of the Congressional Blue Dogs, a coalition of moderate and conservative democratic members of Congress. He served on the House Ways and Means Committee and its Trade, Tax Policy, and Social Security Subcommittees. Highly regarded by both political parties, L.F. directs federal public affairs efforts for clients. His areas of expertise include trade, tax issues, health care, real estate, and transportation. Prior to his congressional service, L.F. was the builder of the highly acclaimed Wintergreen Resort Community where he served as Chairman and President of Wintergreen Development, Inc.

### **Paul Reagan, Senior Vice President**

#### **EDUCATION:**

College of William and Mary, B.S., 1982

George Mason University School of Law, J.D., 1991

#### **PROFESSIONAL EXPERIENCE:**

Paul Reagan is a Senior Vice President in charge of Governmental Communications and Issue Advocacy. Working out of the Richmond and Washington, D.C. offices, Paul assists a broad spectrum of clients with government relations and communications at the federal and state levels. Paul brings a wealth of experience in garnering support for important issues, a comprehensive understanding of the legislative process, and the ability to draw upon key media contacts.

Paul has been involved in politics for more than 20 years. Prior to joining MWC, Paul served as communications director for Governor Mark Warner where he helped to shape the Governor's successful message on budget, education and government reform issues.

At the federal level, he worked as chief of staff to U.S. Congressman James P. Moran from 1996 to 2002. In addition to managing Moran's staff and offices, Paul also handled press and coordinated appropriations issues. Before joining Moran's office, Paul, served as communications director for U.S. Representatives L.F. Payne, Rick Boucher and Owen Pickett. A graduate of the College of William and Mary (1982) and George Mason University School of Law (1991), Paul also served as counsel to the House Science Subcommittee from 1993 to 1995 under its chairman, Representative Rick Boucher.

### **PROJECT EXPERIENCE:**

McGuireWoods Consulting successfully represented clients for the following projects:



**Route 28 Corridor Improvements (Clark/Shirley), Fairfax and Loudoun Counties, VA.** MWC provided government relations and community outreach assistance for the Route 28 widening project in Fairfax and Loudoun Counties.



**Route 288, Chesterfield, Powhatan and Goochland Counties, VA**

MWC worked closely with Koch Performance Roads and its other partners in the bid for completing Route 288 in the Chesterfield, Powhatan and Goochland Counties.



**STAR Solutions (Koch Performance Roads and KBR), I-81 Corridor, Western VA.** MWC led the state government relations effort to successfully change the PPTA law to allow tolling of existing interstate highways and coordinated an ongoing community outreach and government relations program for the project. The STAR Solutions team is working toward a

comprehensive agreement for this project with VDOT.



**CGI-AMS Virginia Enterprise Applications PPEA for the Virginia Information Technologies Agency.**

MWC provided strategic advice and government relations to CGI-AMS to develop a successful proposal to work in partnership with the Commonwealth to update and reform business practices and provide the supporting IT programs and tools. CGI-AMS is currently negotiating a comprehensive agreement for this project with the Commonwealth.

**Centex Construction – PPEA for new medium security prisons in VA.** MWC provided government relations assistance to secure bond funding for two new medium security prisons that will be built through the PPEA and successfully amended legislation to ensure that the PPEA is used for future facility construction by the Department of Corrections.

**Donley’s Inc. – PPEA parking garage in downtown Fredericksburg, VA.** MWC provided advice to Donley’s and government relations assistance related to the company’s successful proposal to construct a \$6.5 million parking deck in the city’s historic downtown. The McGuireWoods law firm also served as legal counsel to Donley’s for the execution of the comprehensive agreement.

**Northrop Grumman – PPEA for public safety centers in Roanoke County, VA and Stafford County, VA.** MWC provided government relations and strategic advice to the company in developing its successful PPEA proposal to construct a new public safety center for Roanoke County.

**Harlan Construction – PPEA for public safety training academy in Prince George County, VA.** MWC provided assistance with proposal development and the McGuireWoods law firm served as legal counsel to Harlan for the comprehensive agreement negotiations.

Other PPEA/PPTA projects currently under consideration include:

Centex Construction – Department of Corrections facility in southwest Virginia

95 Express (I-95/395 HOT Lanes) Clark/Shirley PPTA

Concord Eastridge/Centex Construction – Hotel and conference center for George Mason University

Herndon Station LLC (Centex Construction, Donley’s, Davis Carter Scott) – Mixed use development including retail, parking, office condos, housing and a performing arts center

## **Merrill Lynch & Company**

**James Smith, III, Managing Director**

### **EDUCATION:**

University of Pennsylvania’s Wharton School of Business

### **PROFESSIONAL EXPERIENCE:**

Dulles Express PPTA – Qualifications and Experience

Mr. Smith joined Merrill Lynch in 2003 as the Firm's Head of the Municipal Transportation Group. He brings to Merrill Lynch nearly 20 years of public finance experience spanning all sectors and products. He is currently serving, or has served, as the lead banker for senior managed bond and capital market transactions throughout the U.S., including Virginia Department of Transportation, Allegheny County Airport Authority (Pittsburgh International Airport), New York State Thruway, Missouri Department of Transportation, Pennsylvania Turnpike Commission, Maryland Department of Transportation, West Virginia Department of Transportation, Delaware River Joint Toll Bridge Commission, and Port Authority of Allegheny County. Additionally, Mr. Smith manages Merrill Lynch's engagement as special financial advisor to Allegheny County Airport Authority relating to US Airway's bankruptcy.

**Eric Alini, Managing Director**

**EDUCATION:**

Fordham University, Bachelor of Science

**PROFESSIONAL EXPERIENCE:**

Eric Alini is a Managing Director in the Global Asset Based Financing, Securitization and Principal Transactions Group where he is responsible for syndicating and agenting risk positions in structured finance transactions. His recent transportation finance experience includes the structuring and syndication of a whole business securitization of Asian routes and slot rights for a major international airline carrier. He has substantial experience in financing intellectual property assets in the film industry, including the recent \$525MM credit facility for Marvel Entertainment. Mr. Alini has been with Merrill Lynch since 1996 and has worked in the Taxable bonds markets, Commercial Mortgage and Residential Asset Backed businesses since 1982.

**Peter M. Carter, Director**

**Global Asset Based Financing, Securitization, and Principal Transactions**

**EDUCATION:**

Bachelor of Science, United States Military Academy, West Point  
Master of Business Administration in Finance, University of Chicago

**PROFESSIONAL EXPERIENCE:**

Peter Carter has advised numerous public and private developers on infrastructure bids, and has arranged numerous financings in the Americas, Asia and Europe, during his 9 year career as a structured finance banker at Merrill Lynch. Most notably, in 1998 and 2000, Mr. Carter lead arranged tax-exempt financing for *Tren Urbano*, the Commonwealth of Puerto Rico's \$1.7 billion light rail which benefited from a Full Funding Grant Agreement, an ISTEA loan and State Infrastructure Bank moneys from

the US Government. Additionally, Mr. Carter, in 1999, was on the lead advisory team to the Province of Ontario, Canada on the landmark C\$3.1 billion sale of the Highway 407 Express Toll Route. He has led numerous successful bids in the airport sector as well, including BAA International's bid for the Oman Airports concession, the first airport privatization after 9/11. He has spoken at numerous conferences on the subject of infrastructure finance and authored articles for the *Journal of Project Finance*.

*1c. Identify the Project Manager, and if the person works for the principal firm? If not, is there a clear definition of the role and responsibility of the Project Manager relative to the member firms? Does the Project Manager have experience leading this type and magnitude of project?*

The Dulles Express team has split the project manager function between two roles – a Project Manager: Finance – Franklin Haney and a Project Manager: Infrastructure Development – Peter Polk. Franklin Haney is the managing member of the Haney Family LLC which owns Dulles Express, LLC. He will oversee and coordinate the activities performed by the Franklin L. Haney Company, Merrill Lynch, and McGuireWoods Consulting. Franklin Haney, Jr. will be assigned as Assistant Project Manager – Finance and will work extensively on the project. Peter Polk with the Louis Berger Group will oversee and coordinate activities performed by Cofiroute USA, Infrastructure Corporation of America, and TransCore. The Haney and Mr. Polk have worked in similar roles together on the Dulles Greenway project and other Franklin Haney Company activities of similar type and magnitude to this project.

*1d. Include the address, telephone number, and the name of a specific contact person for an entity for which the firm/consortia or primary members of the consortia have completed a similar project.*

#### **Franklin Haney Company/Haney Family LLC**

**Michael R. Crane**, former CEO of the Dulles Greenway  
8 N. Jay Street  
Middleburg, Virginia 20117  
(703) 201-1297

#### **The Louis Berger Group**

Mr. Dale Stancill  
**Virginia Department of Transportation**  
Christiansburg Residency  
Post Office Box 420  
Christiansburg, Virginia 24068  
(540) 381-7200

#### **Infrastructure Corporation of America**



Mr. Jim Brewer  
**Virginia Department of Transportation**  
4451 Ironbound Road  
Williamsburg, Virginia 23185  
(757) 253-4832

Mr. David Mills  
**Florida Department of Transportation**  
801 North Broadway Avenue  
Bartow, Florida 33863  
(863) 519-2323

### **Cofiroute USA**

**SR91 Express Lanes, California**  
Orange County Transportation Authority (OCTA)  
Mr. Paul Taylor  
Executive Director of Planning, Development & Commuter Services  
550 S. Main Street  
Orange, California 92863  
(714) 460-5923

**MnPass I-394 HOT Lanes, Minnesota**  
Minnesota Department of Transportation (Mn/DOT)  
Mr. Marthand Nookala, Transportation Assistant Division Director  
395 John Ireland Blvd.  
St. Paul, Minnesota 55155  
(651) 282-2115

### **TransCore**

**Virginia Department of Transportation**  
Ms. Deborah E. Brown  
Division Administrator, Innovative Finance & Revenue Operations  
The Washington Building  
1100 Bank Street, 12th Floor  
Richmond, VA 23219  
(804) 786-9847  
Fax: (804) 786-4311  
Email: [deborah.brown@virginiadot.org](mailto:deborah.brown@virginiadot.org)

**Delaware Department of Transportation**  
P.J. Wilkins  
Toll Operations Administrator

1200 Whitaker Road  
Newark, DE 19702  
(302) 631-4001  
Fax: (302) 631-4002  
Email: pj.wilkins@state.de.us

*1e. Identify the proposed ownership arrangements for each phase of the project and indicate assumptions on legal liabilities and responsibilities during each phase of the project?*

Dulles Express LLC will own the project during all phases and will be responsible for all legal liabilities and responsibilities to VDOT during each phase. Dulles Express LLC expects to enter into contractual arrangements for services with the other team members and the contractors and underwriters selected and that such contracts will provide customary indemnities, and, in regard to construction contracts, payment and performance bonds, in regard to liabilities resulting from the services rendered.

*1f. Include any planned participation of small, women, and minority owned businesses during project development and implementation.*

The Dulles Express team understands the importance of participation of small, women and minority owned businesses (collectively “DBEs”) during all phases of the project and are committed to furthering such participation. Specific processes and programs which have been utilized by team members on other projects and which will be utilized on this project to ensure successful DBE involvement include DBE pre-bid meetings; advertising to solicit DBE participation and raise awareness; establishment of a DBE plan room; sponsorship of business opportunity fairs; pre-identification of DBE bid packages; breaking the project up into economically feasible bid packages for DBE participation; providing payment alternatives and bonding and insurance provisions attractive to DBE participants; and providing a bid hotline and internet site highlighting DBE opportunities.

The Dulles Express team will use the services of agencies and organizations such as the VDOT Certified Disadvantaged and Women-Owned Business Enterprises, the MWAA Disadvantaged Business Enterprise Directory, the WMATA Minority and Women Business Enterprise Registry, D.C. Minority Business Opportunity Commission, the Virginia Department of Minority Business Enterprises, the Maryland Minority Enterprise Program, the D.C. affiliate of the National Minority Suppliers Development Council, the Regional Directory of Minority & Women-Owned Business Firms and the U.S. Small Business Administration as well as its members’ own source lists to identify and actively solicit bids from DBE firms.

*1g. Provide a safety record for lead construction partners and subcontractors, as well as a safety plan for project implementation.*

Because it is anticipated that construction performed on the project will be awarded by Dulles Express LLC using competitive sealed bid practices in cooperation with members of the consortium, the Virginia Department of Transportation, and other stakeholders, we

cannot, at this time, provide a safety record for entities that will be providing construction services on this project. Nevertheless, the team has a strong commitment to safety and will work with VDOT to ensure the project is developed to the highest worker safety standards.

*1h. Specify the liability structure among the team members. Provide a written commitment to joint and several liability and adequate evidence of parent company guarantees.*

The Haney Family LLC, the sole member of Dulles Express LLC, will guaranty its obligations to VDOT. Dulles Express expects all debt financing to be recourse only to pledged revenues.